

**BY-LAWS
OF THE
MISERICORDIA UNIVERSITY
ALUMNI ASSOCIATION**



**MISERICORDIA
UNIVERSITY**

**ADOPTED
DALLAS, PENNSYLVANIA
OCTOBER 2, 1982**

**AMENDED
OCTOBER 5, 1985
JUNE 2, 1990
JULY 6, 1994
MAY 19, 2000
MAY 30, 2003
SEPTEMBER 30, 2006
FEBRUARY 16, 2008
OCTOBER 2, 2010
October 1, 2011
March 16, 2013
February 18, 2017**

ARTICLE I

NAME

1.1 The Association shall be known as "The Misericordia University Alumni Association" (hereinafter, the "Association").

ARTICLE II

PRINCIPAL OFFICE

2.1 The principal office of the Association shall be located at the office of the Director of Alumni Relations, Misericordia University, Dallas, Luzerne County, Pennsylvania, and all books, records, policies, and financial documents pertaining to the Association shall be kept at the principal office.

ARTICLE III

THE MISSION STATEMENT OF THE MISERICORDIA UNIVERSITY ALUMNI ASSOCIATION

3.1 The Mission Statement of the Misericordia University Alumni Association
The Misericordia University Alumni Board of Directors is firmly committed to the following: promoting the educational purposes and interests of Misericordia University; assisting in the recruitment of students; promoting Alumni involvement in academic, cultural, religious, and student relations; fostering the relationship between the Alumni and current students by educating them on the importance of active Alumni involvement and leadership; participating in policy development of the University; promoting the interests of Misericordia University by urging Alumni members to respond with a strong spirit of commitment to financial appeals, recruitment, and alumni programming; establishing open and positive communications between all segments of the academic community, Board of Trustees, University President, Administration, Faculty, Students, and Alumni Members; and affirming the honor and intrinsic, religious, educational, and cultural values established by the Founding Sisters of Mercy.

ARTICLE IV

MEMBERSHIP

4.1 The membership of the Association shall consist of the following:

4.1.1 Graduates of the University. All graduates of the University shall automatically be admitted to membership upon graduation.

4.1.2 Nongraduates of the University. All nongraduates of the University who have successfully completed at least a one year course of study may apply for membership in the Association. At any meeting of the Board of Directors of the Association, the Board of Directors by vote to extend membership to any such application. All nongraduates whose applications are approved

by the Board of Directors shall be denominated members according to the year of graduation of their starting class.

4.1.3 Honorary Members.

4.1.3.1 Honorary Degree Recipients. All recipients of honorary degrees from the University shall be honorary members of the Association.

4.1.3.2 Faculty. All University Faculty members shall be honorary members of the Association so long as they remain members of the University Faculty.

4.1.3.3 Special Honorary Members. The Board of Directors may elect any person to be an Honorary Member of the Association.

4.2 Voting Rights. All members (except Honorary Members) have equal voting rights with respect to elections for Directors at Large and Officers.

4.3 Eligibility for Election. All members are eligible for election as a Director at Large and as an Officer of the Association.

ARTICLE V

BOARD OF DIRECTORS

5.1 The Association shall be governed by its Board of Directors.

5.2 The Board of Directors shall consist of the following persons:

5.2.1 Fifteen (15) to Twenty-five (25) Directors at Large;

5.2.2 All Officers of the Association;

5.2.3 The Director of Alumni Relations of the University or his or her designee;

5.2.4 Two (2) Young Alumni Directors;

5.2.5 One (1) Student Director.

5.3 Directors at Large.

5.3.1 Term. Directors at Large shall be elected to three (3) year terms.

5.3.2 Term Limits. No Director at Large may serve more than three (3) consecutive terms. Service as an Officer of the Association does not break consecutive terms as a Director at Large.

5.3.2.1 Open Positions. In the event there are more than 3 vacancies on the Alumni Board, those vacancies may be filled by outgoing members, if they so desire, on a year to year basis.

5.3.3 Election.

5.3.3.1 The Board of Directors shall determine the number of Directors at Large that shall be elected by the membership in the General Election (hereinafter the "Open Seats"), which number shall never be less than five (5).

5.3.3.2 Pursuant to the procedures set forth in Article VII, the persons that receive the most votes in the General Election for Directors at Large shall be elected to each of the Open Seats.

5.4 Young Alumni Directors.

5.4.1 Term. Young Alumni Directors shall be appointed to two-year terms, commencing upon his or her day of graduation and expiring on the second anniversary of his or her graduation.

5.4.2 Appointment. The Director of Alumni Relations of the University shall appoint one (1) person from each graduating class of the University to serve a two-year term as a Young Alumni Director, which appointment shall be approved by vote of the Board of Directors.

5.4.3 Rights and Duties. Each Young Alumni Director shall have all rights, duties, privileges, and responsibilities of a Director at Large, except that a term as Young Alumni Director shall not be counted as a term for purposes of section 5.3.2 of these by-laws (term limits on Directors at Large).

5.4.4 Removal or Resignation. If a Young Alumni Director resigns or is removed from the Board of Directors, the Director of Alumni Relations shall appoint another member from the same graduating class to fulfill the remainder of the vacated term.

5.5 Student Director.

5.5.1 Term. The Student Director shall serve a one (1) year term. The Student Director serves at the pleasure of the Board of Directors and may be removed at any time.

5.5.2 Election. On or before May 1 of each year, the incoming President of the Student Government Association of the University shall appoint one (1) student to serve a one-year term as Student Director, whose appointment shall be either accepted or rejected by vote of the Board of Directors at the next regularly scheduled Board of Directors meeting.

5.5.3 Removal or Resignation. If the Student Director resigns or is removed from the Board of Directors, the President of the Association shall appoint a current student of the University to fulfill the remainder of the vacant term.

5.5.4 Rights and Duties. The Student Director shall have all rights, duties, privileges, and responsibilities of a Director at large, except the following:

5.5.4.1 A term as Student Director shall not be counted as a term for purposes of section 5.3.2 of these by-laws (term limits on Directors at large).

5.5.4.2 The Student Director shall not have voting rights on the Board of Directors or in the Association.

5.6 Voting Rights. Unless otherwise specified, all members of the Board of Directors shall have one vote on all matters before the Board of Directors.

5.7 Majority Vote. Unless otherwise specified, all matters requiring a vote of the Board of Directors shall be decided by majority vote with a quorum present at any properly noticed regular or special meeting of the Board of Directors.

5.8 Removal. Any Director may be removed by a two-thirds (2/3) vote of the Board of Directors with a quorum present at any regular or special meeting of the Board of Directors. Written notice of the removal vote must be provided to all members of the Board of Directors, including the Director whose removal is sought, at least two weeks prior to the meeting when the vote will be taken. The Director whose removal is sought may present to the Board the reason(s) why he or she should not be removed.

5.9 Replacement. In the event that a Director at Large resigns or is removed prior to the expiration of his/her term, the Executive Committee may, upon majority vote, appoint a replacement director to fill the remainder of the term.

ARTICLE VI

OFFICERS

6.1 The Officers of the Association shall be a President, Recording Secretary, and President-elect or, in alternative years, Past-President. All officers shall have all rights, duties, privileges, and responsibilities of a Director at large, except that a term as an officer shall not be counted as a term for purposes of section 5.3.2 of these by-laws (term limits for Directors at Large).

6.2 Term limits. No person shall serve in the same office for more than one (1) consecutive term, with the exception of the secretary, by choice of Executive Board, except as set forth in section 6.3.1 below

6.3 President

6.3.1 Term. The President shall serve for a term of three (3) years.

6.3.2 Duties. The duties of the President shall include (but not be limited to) the following: serve as Chairperson of the Board of Directors during his or her term; preside over meetings of the Association and the Board of Directors; sign all official documents pertaining to the Association; appoint committee chairpersons; appoint Directors at Large, officers, and members to committees of the Association; act as ex-officio member of University committees and associations, including the University's Board of Trustees, on behalf of the Association; and any other duties the Board may deem necessary or appropriate.

6.3.3 Assumption of the Office of Past President. At the end of his or her term as President, the President shall assume the office of Past President.

6.4 President-Elect.

6.4.1 Election. The person receiving the most votes for President-Elect in the General Election pursuant to the procedures set forth in Article VII shall be elected as president-Elect of the Association.

6.4.2 Term. The President-elect shall serve a term of one (1) year.

6.4.3 Duties. The President-elect shall attend meetings of the Board of Directors and, in the absence or disability of the President, shall assume the duties of the President. The President-elect may be assigned other duties as directed by the President and/or the Board of Directors.

6.4.4 Assumption of the Office of President. At the end of his or her term as President-elect, the President-elect shall assume the office of President.

6.5 Past President.

6.5.1 Term. The Past President shall serve a term of two (2) years.

6.5.2 Duties. The Past President shall attend meetings of the Board of Directors and may be assigned duties as directed by the President. In the event of the absence or disability of the President, and the dual absence or disability of President-elect or in any year in which there is no President-elect, the Past President shall assume the duties of the President. The Past President may also be assigned other duties as directed by the President and/or the Board of Directors.

6.6 Recording Secretary.

6.6.1 Election. The person receiving the most votes for Recording Secretary in the General Election pursuant to the procedures set forth in Article VII shall be elected as Recording Secretary of the Association.

6.6.2 Term. The Recording Secretary shall serve a term of two (2) years.

6.6.3 Duties. The Recording Secretary shall keep the minutes of meetings of the Board of Directors and submit a copy of the minutes to the Director of Alumni Relations not more than one (1) month after each meeting. The Recording Secretary may also be assigned other duties as directed by the President and/or the Board of Directors.

6.7 Removal. Any Officer may be removed by a two-thirds (2/3) vote of the Board of Directors with a quorum present at any regular or special meeting of the Board of Directors. Written notice of the removal vote must be provided to all Directors, including the Officer whose removal is sought, at least two weeks prior to the meeting when the vote will be taken. The Officer whose removal is sought may present to the Board, at and/or before the meeting, the reason(s) why he or she should not be removed.

- 6.8 Replacement. In the event that an Officer resigns or is removed prior to the expiration of his/her term, the Executive Committee may, upon majority vote, appoint a replacement officer to fill the remainder of the term.

ARTICLE VII

NOMINATIONS AND ELECTIONS

7.1 The Board of Directors shall notify the Nominating Committee of the number of Open Seats for Directors at Large and the open Officer positions to be elected in the next General Election. The Nominating Committee of the Board of Directors shall present a slate of candidates for election for each of the Open Seats and for each open Officer position. The Nominating Committee shall nominate for election at least one person for each of the Open Seats and each open Officer position. Members may submit names of candidates to the nominating Committee at any time.

7.2 The Nominating Committee shall present a list of proposed nominees for each position to the Board of Directors. A majority of the voting members of the Board of Directors present at that meeting shall vote upon whether to recommend the election of such candidates by the members in the General Election.

7.3 Announcement. Prior to the General Election, the Office of Alumni Relations shall publish and distribute a statement of positions to be filled and the duties of each office in an official Alumni publication.

7.4 Ballot. The official election ballot shall be published in an official Alumni publication that is published and distributed prior to the Annual Meeting. The ballot shall include:

7.4.1 the number of Open Seats for each Director at Large and Officer position to be voted upon in the election.

7.4.2 the name and year of graduation of each person nominated by the Board of Directors.

7.4.3 a provision for write-in nominations.

7.5 Vote Tally. The Nominating Committee or other person appointed by the President shall tally the votes and deliver the results to the membership at the annual business meeting.

ARTICLE VIII

MEETINGS

8.1 Annual Meeting of the Association. The Association shall conduct its annual business meeting at the University during the Alumni Reunion Weekend. The date and time of the meeting shall be determined by the President.

8.2 Special Meetings of the Association. The Association may conduct special meetings from time to time as determined by the Board of Directors or at the written request of five percent (5%) of the members.

8.3 Regular Meetings of the Board of Directors. The Board of Directors shall hold at least three regular meetings per year. The dates and time of the meetings shall be determined by the President.

8.4 Special Meetings of the Board of Directors. Special meetings of the Board of Directors may be convened by the President or at the written request of five members of the Board of Directors.

8.5 Notice of Meetings.

8.5.1 Annual Meeting of the Association and Regular Meetings of the Board of Directors. Written notice of the Annual Meeting and all regular meetings of the Board of Directors shall be provided at least ten (1) days in advance, which notice shall include the place, date, and hour of the meeting.

8.5.2 Notice of Special Meetings of the Board of Directors. Written notice of all Special Meetings of the Board of Directors shall be provided in reasonable advance to all members of the Board of Directors, which notice shall include the place, date, hour, and purpose of the meeting.

8.5.3 Notice of Special Meetings of the Association. Notice of all Special Meetings of the Association shall be provided in reasonable advance to the members of the Association whose current names and addresses are properly on file in the Office of Alumni Relations, which notice shall include the place, date, hour, and purpose of the meeting.

ARTICLE IX

STANDING COMMITTEES

9.1 Executive Committee.

9.1.1 Members. The Executive Committee shall consist of all Officers and committee chairpersons. The Executive Committee shall be chaired by the President of the Association.

9.1.2 Duties of Committee. The Executive Committee serves as an advisory board to the President of the Association. The Executive Committee shall have the full authority to act between all meetings of the Board of Directors on any matter requiring interim action, provided that the Executive Committee shall not take interim action which is inconsistent with prior acts and/or resolutions of the Board of Directors or which effects the fixed duties of the other standing committees. All actions of the Executive Committee shall be deemed the action of the Board of Directors and shall be reported to the Board of Directors at the next full Board meeting. The Executive Committee shall be responsible for strategic planning of the Association and the Board of Directors.

9.2 Marketing/Development Committee.

9.2.1 Members. The President shall appoint Directors at Large and may appoint members to serve on the Marketing/Development Committee.

9.2.2 Appointment and Duties of Chairperson. The President shall appoint one Director at Large to serve as Chairperson and may, in his or her discretion, appoint one Director at Large to serve as Vice Chairperson of this Committee. The Chairperson (or the Vice Chairperson in the Chairperson's absence) shall preside over all meetings of this committee and shall report to the Board of Directors at all regularly scheduled Board meetings.

9.2.3 Duties of the Committee. The duties of the Marketing/Development Committee shall include (but not be limited to) responsibility for the Association's participation in the following activities and events: phonathon, student phonathon, class agent program, senior class gift, estate planning. The committee shall annually develop and execute a written report setting forth the committee's goals and objectives for the forthcoming year, which report shall be kept on file at the Office of Alumni Relations.

9.2.4 Meetings. The Development and Awards Committee shall meet as scheduled by the Chairperson (or the Vice Chairperson in the absence of the Chairperson).

9.3 Alumni Services Committee.

9.3.1 Members. The President shall appoint Directors at Large and may appoint members to serve on the Development and Awards Committee.

9.3.2 Appointment and Duties of Chair and Vice Chair. The President shall appoint one Director at Large to serve as Chairperson and may, in his or her discretion, appoint one Director at Large to serve as Vice Chairperson of this Committee. The Chairperson (or the Vice Chairperson in the Chairperson's absence) shall preside over all meetings of this committee and shall report to the Board of Directors at all regularly scheduled Board meetings.

9.3.3 Duties of Committee. The duties of the Alumni Services Committee shall include (but not limited to) responsibility for the Association's participating in the following activities and events: career-related events (such as co-ops, internships, and job placement programs), regional gatherings/events, reunion, homecoming, and admissions efforts. The committee shall annually develop and execute a written report setting forth the committee's goals and objectives for the forthcoming year, which report shall be kept on file at the Office of Alumni Relations.

9.3.4 Meetings. The Development and Awards Committee shall meet as scheduled by the Chairperson (or the Vice Chairperson in the absence of the Chairperson).

9.4 Nomination/Awards Committee.

9.4.1 Members. The President shall appoint Directors at large and may appoint members to serve on the Nominating Committee.

9.4.2 Appointment and Duties of Chair and Vice Chair. The President shall appoint one Director at Large to serve as Chairperson and may, in his or her discretion, appoint one Director at Large to serve as Vice Chairperson of this Committee. The Chairperson (or the Vice Chairperson in the Chairperson's absence) shall preside over all meetings of this committee and shall report to the Board of Directors as required by Article IX of these by-laws.

9.4.3 Duties. The duties of the Nominating Committee shall include awards (including the recommendation of candidates to receive awards and scholarships established by the

Board of Directors), and the Alumni Scholarship Program (but not be limited to) those set forth in Article IX of these by-laws.

9.4.4 Meetings. The Nominating Committee shall meet as necessary to accomplish its obligations under these by-laws as scheduled by the Chairperson (or the Vice Chairperson).

9.5 Athletics Committee

9.5.1 Members. The President shall appoint Directors at large and may appoint members to serve on the Athletics Committee

9.5.2 Appointment and Duties of Chair and Vice Chair. The President shall appoint one Director at Large to serve as Chairperson and may, in his or her discretion, also appoint one Director at Large to serve as Vice Chairperson of this Committee. The Chairperson (or the Vice Chairperson in the Chairperson's absence) shall preside over all meetings of this committee and shall report to the Board of Directors as required.

9.5.3 The Chairperson of the Athletics Committee shall serve on the Athletics Hall of Fame selection committee.

9.5.4 Duties. The duties of the Athletics Committee shall include: support current student/athletes; suggest new ideas for the Athletic Department to conduct activities within the alumni association; create new ideas for fund raising and support existing fund raising efforts for the benefit of the Athletics Department in conjunction with the Alumni and Development departments; assist in planning and coordinating activities related to annual Homecoming Weekend and other home athletic events throughout the year.

9.5.5 Meetings. The Athletics Committee shall meet as scheduled by the Chairperson (or the Vice Chairperson in the absence of the Chairperson).

ARTICLE X

AWARDS AND SCHOLARSHIPS

10.1 The Association may establish such awards and scholarships from time to time as it deems appropriate to serve the Association's goals and mission.

10.2 The following awards have been established by the Association and may be awarded to deserving recipients as voted upon by the Board of Directors:

10.2.1 The Mother Mary Catharine McGann Alumni Achievement Award shall be awarded, from time to time, to a Misericordia University graduate for distinguished and sustained career accomplishments.

10.2.2 The Hilda Staub Garey Award shall be awarded, from time to time, to a member for extraordinary service to the Misericordia University Alumni Association.

10.2.3 The Sister of Mercy Award shall be awarded, from time to time, to a Sister who has rendered exceptional service to the University and/or has demonstrated and sustained professional achievements.

10.2.4 The Young Alumnus Award shall be awarded, from time to time, to a 'traditional' undergraduate alumna or alumnus of Misericordia University who has graduated in the last ten (10) years and who has demonstrated outstanding professional achievements and/or community or civic service.

10.2.5 The Mission Award shall be awarded, from time to time, to an alumna/alumnus who exemplifies the Mission as set forth by the Sisters of Mercy. The recipient will dedicate the award to a Sister or faculty member who most influenced her/him during her/his years at Misericordia.

10.2.6 The Alumni Medallion Award shall be awarded from time to time to recognize reunion class members who have demonstrated (1) outstanding community service, (2) commitment to strengthening family life, and (3) distinguished professional contributions.

10.2.7 The Alumni Outstanding Graduate Award shall be awarded from time to time to a graduating student who exemplifies the Misericordia spirit of hospitality, mercy, and justice. The recipient must have achieved a minimum cumulative grade point average of 3.0.

10.2.8 The title of Director Emeritus shall be awarded from time to time to a Director at large or former Director at Large who has demonstrated outstanding leadership and service to the Board of Directors. A Director Emeritus shall have all rights of a Director at Large except for voting rights.

10.2.9 The title of Honorary Alumna/Alumnus shall be awarded from time to time to a person who has not have received a degree from Misericordia University but has made significant contributions to Misericordia's welfare, reputation, and prestige, and/or has shown lifelong devotion and demonstrated loyalty to the University. An Honorary Alumna/Alumnus shall have all rights of a Member except for voting rights.

10.3 Alumni Endowment Scholarship.

10.3.1 Eligibility. The Alumni Endowment Scholarship shall provide scholarships for high school graduates who are sons and daughters of alumni, grandchildren of alumni, and nieces and nephews of alumni with no dependents who have been accepted as a student at Misericordia University. Additional eligibility requirements may be established from time to time by the Board of Directors.

10.3.2 Number and Amount of Scholarships to be Awarded. The number and amount of scholarships to be awarded shall be determined by the Board of Directors upon the recommendation of the Awards and Development Committee acting in conjunction with the University Admissions Office.

10.3.3 The awarding of all scholarships must be approved by the Board of Directors.

ARTICLE XI

AMENDMENTS

11.1 These by-laws may be amended only by the Board of Directors and pursuant to the procedures set forth in this Article.

11.2 Proposed Amendments by a Member of the Board of Directors. Any member of the Board of Directors may make a motion at any regular or special meeting of the Board of Directors to amend the Association's by-laws. The motion shall be recorded in the minutes of the meeting and shall be immediately tabled until the next noticed regular or special Board of Directors meeting, which shall be at least thirty (30) days after the meeting when the motion was made, at which time the motion may be voted upon by the Board of Directors.

11.3 Proposed Amendments by Members. Any member may propose an amendment to the by-laws by presenting the proposed amendment to the Director of Alumni Relations. The Director of Alumni Relations shall present the proposed amendment to the President, who shall advise the Board of Directors of the proposed amendment. The proposed amendment shall be recorded in the minutes of the meeting and shall be immediately tabled until the next notice regular or special Board of Directors meeting, which shall be at least thirty (30) days after the meeting when the motion was made, at which time the motion may be voted upon by the Board of Directors.

11.4 If two-thirds (2/3) of the voting members of the Board of Directors vote in favor of the amendment, it shall become effective thirty (30) days after the amendment is approved.

11.5 Review. These by-laws shall be reviewed by the Board of Directors or any committee thereof every three (3) years or as otherwise determined by the Board of Directors.