

**Restated Bylaws of South Texas College of Law Houston
Alumni Association
January 1, 2024**

Article 1

PURPOSE AND MISSION

1.01 Mission. The Mission of the South Texas College of Law Houston Alumni Association is to promote alumni engagement with the law school and to celebrate the accomplishments of the alumni community.

Article 2

MEETINGS

2.01. Meetings. All meetings of the Board of Directors will be held in strict conformity with the Bylaws. The Board of Directors and any committee of the Corporation may hold a meeting by audio or audiovisual conference procedures in which all persons participating in the meeting can hear each other.

2.02. Annual Meeting. An annual meeting of the membership will be held each year as part of the annual Alumni Association Luncheon. The purpose of this meeting is to provide an annual update on the activities of the Corporation to its members.

2.03. Regular Meetings. The Board of Directors will have four regular meetings each year, on such dates and at such places as it may determine.

2.04. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any two (2) Directors.

2.05. Notice of Meetings. Each notice of any meeting will be in writing and state, at a minimum, the place, day, and hour of the meeting, and, if applicable, additionally state that the meeting will be held by audio or audiovisual conference and provide the protocols for accessing the audio or audiovisual system to be used. Notice of the annual meeting will be delivered not less than thirty (30) days before the date of the meeting by United States Postal Service, addressed to the member at the member's street address as it appears on the roster of membership with postage prepaid, to the member's email address as it appears on the roster of membership, or by posting the notice on an internet site containing a calendar of the Corporation's events. Notice of a meeting of the Board of Directors will be delivered not less than ten (10) nor more than fifty (50) days before the date of the meeting, either personally or by e-mail to each Director. Notice of a special meeting must also state the purpose for which the special meeting is called, and be delivered either personally or by e-mail to each Director not later than during the third day immediately preceding the day for which the meeting is called.

2.06. Quorum. A majority of the number of Directors then elected and serving will constitute a quorum for the transaction of business at a meeting of the Board of Directors, except as expressly set forth to the contrary in the Certificate of Formation. A majority of the membership of a Committee will constitute a quorum for the transaction of business at a meeting of the Committee. A proxy will not count toward quorum. The act of the majority of the Directors present at a meeting at which a quorum is present will be the act of the Board of Directors or Committee. The Directors present at a duly organized meeting, including remote attendance at a meeting held by an audio or audiovisual conference, may continue to transact business until adjournment, notwithstanding the withdrawal of enough Directors to leave less than a quorum.

2.07. Voting by Proxy. A Director may delegate their voting rights by granting a written proxy, which may be an email, to another Director. The Director who is authorized to exercise a proxy may not exercise the proxy unless the proxy is delivered to the Officer presiding at the meeting before the business of the meeting begins. The person taking the minutes of the meeting will record in the minutes the name of the Director who executed the proxy and the name of the Director authorized to exercise the proxy. If a Director who has duly executed a proxy personally attends a meeting, the proxy will not be effective for that meeting. A proxy filed with an Officer will remain in force and effect until the first of the following occurs:

- a) An instrument revoking the proxy is delivered to an Officer.
- b) The proxy authority expires under the terms of the proxy.
- c) The proxy authority expires under the terms of the Bylaws.

2.08. Action Without Meeting. Any action required to be taken or which may be taken at a meeting of the Board of Directors or a Committee may be taken without a meeting if consent in writing setting forth the action so taken will be signed by all the Directors entitled to vote with respect to the subject matter thereof and such consent will have the same force and effect as a unanimous vote of the Directors. Each Director consents to and agrees that delivery of a written consent will have the same effect as physical delivery of the paper document bearing the original signature: if bearing an original signature, by email in “portable document format” form; or, if bearing an electronic signature, by generally recognized e-signature technology that validates and stores the email address of the signatory in “portable document format” form. Such consent, which may be executed in multiple counterparts, will be delivered to an Officer of the Corporation for inclusion in the minute book of the Corporation.

Article 3

VOTING

3.01 Voting Rights. Members do not have voting rights in the Corporation.

Article 4

BOARD OF DIRECTORS

4.01 Management of the Corporation. The business and affairs of the Corporation will be managed by the Board of Directors. However, nothing in this paragraph prevents the Board of Directors from making a lawful delegation of their authority.

4.02. Number. The Board of Directors will consist of between 19 and 25 persons. This number is inclusive of the Chair, Chair-Elect, Immediate Past Chair, and any Committee Chairs or Co-Chairs. Every attempt will be made to ensure an odd number of members at any given time, to protect against tied votes.

4.03 Tenure. Directors will serve for three-year terms and will be eligible for reelection. Their terms will be staggered so that one-third have terms expiring each year. No Director may serve more than two consecutive terms, unless one of those terms results from an election to fulfill an unexpired term of one year or less. In that event, the Director may serve two full terms without regard to the unexpired term of one year or less.

4.04. Nominations. The President of the Corporation will appoint the Nominations Committee at least sixty (60) days prior to the annual election. The Nominations Committee will meet and select from among the active members of the Corporation nominees for the Corporate Officers and Directors. The names of such nominees together with the office for which each has been nominated will be certified to an Officer of the Corporation at least thirty (30) days before the date of the election. An Officer of the Corporation will certify the results of the election to the Chair of the Annual Meeting.

4.05. Election of Directors. Each Director may vote for each Director position scheduled to be vacated as set forth in the Certificate of Formation. Election votes may either be in person or by proxy, and votes may not be cumulated.

4.06. Chair. The President of the Corporation will serve as President and Chair of the Board of Directors at all meetings.

4.08. Director Responsibilities. Directors will support the business and affairs of the Corporation with their time, talent and financial resources to the extent determined appropriate by annual resolution of the Board of Directors.

Article 5

OFFICERS

5.01. Election and Term of Office. The Officers of the Corporation will be elected by the Board of Directors for a term of two (2) years; however, the President-Elect and Immediate Past President will each have a term of one (1) year. Each position may be held by more than one co-chair. Each Officer will be elected, in person or by proxy, at the annual meeting of the Board of Directors. Assumption of office by new Officers and Directors takes effect on January 1 of the year following the relevant election.

5.02. Officer Positions. The Officers of the Corporation are as follows:

a) President: The President is the chief executive officer of the Corporation. The President serves as the Chair of the Board of Directors, and the President or a member designated by the President will preside over all meetings of the Board of Directors, of the membership, and of the Officers. The President has the general and active management of the business of the Corporation and will effect all orders and resolutions of the Board of Directors and the Officers. The President is an ex-officio member of all committees and has the general powers of supervision and management as is usually invested in the office of the President of a corporation unless otherwise provided by special appointment and acted upon by the Board of Directors.

The President is a liaison to the Board of Directors for South Texas College of Law Houston, and will serve as a member of said Board during the term of office.

b) President-Elect: The President-Elect will be the successor to the President of the Corporation. The President-Elect will perform such other duties as may be assigned by the President. The President-Elect will be elected by the Board of Directors in the first year of the President's term, and will take office on January 1 of the year after election.

c) Immediate Past President: At the conclusion of a two year Presidential term, the Director serving as President will automatically serve on the Board of Directors for one year as the immediate past president.

d) Corporate Secretary: A representative from the law school's Alumni Engagement office will serve as the Corporate Secretary. This representative can change at the direction of the Vice President of Advancement and Alumni Engagement of the law school. This role will oversee the management of meeting minutes and will provide logistics support for the Board as appropriate.

e) Committee Chairs: Each standing and ad- hoc committee of the Board of Directors as outlined in Article 6 (infra) may be led by two Co-Chairs, each of whom will serve as an Officer of the Board of Directors. A Committee Chair term will be for two years and is not impacted or restricted by any term limitations imposed by prior service as a regular Director. Where possible, Committee Co-Chairs will serve staggered terms to provide for the transfer of institutional knowledge.

5.03. Removal. Any Officer may be removed by a majority vote of the Board of Directors for good cause.

5.04. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise may be filled by the President for the unexpired portion of the term.

5.05. Salaries. No Officer serving this Corporation may receive a salary.

Article 6

COMMITTEES

6.01. Generally. Committees may be appointed or deactivated at the discretion of the President. The President and Executive Director will serve as ex-officio members of each committee, unless serving in some other capacity on such committee.

6.02. Standing Committees. The following committees will be appointed each year:

a) Student Engagement Committee: The Student Engagement Committee is responsible for developing and participating in opportunities for prospective and enrolled students. This committee will work closely with the Career Resources Center and the Admissions Office at South Texas College of Law Houston, and will assist in activities that enhance the goals of each office.

b) Alumni Affinity Groups Committee: The Alumni Affinity Groups Committee is responsible for overseeing and supporting all alumni affinity groups, as well as evaluating requests for new affinity groups, supporting cohort groups, and general community building among the members. This committee will work closely with the Alumni Engagement department and other relevant departments at South Texas College of Law Houston.

c) Communication Committee: The Communications Committee is responsible for promoting the activities of the Alumni Association to its membership. This Committee will work closely with the Alumni Engagement department at South Texas College of Law Houston.

d) Nominating Committee. The Nominating Committee prepares a slate of candidates for Officers and Directors. The Nominating Committee consists of the President, Immediate Past President, President-Elect, and the chairs of the other standing committees. The Nominations Committee is responsible for maintaining a list of prospective new Directors, acquiring completed applications from potential new members, and records related to the terms for all Directors to ensure adherence to bylaws.

6.03 Committee Membership. Non-voting members of the Corporation can serve as members of Committees at the invitation of the Co-Chairs of said committee.

Article 8

LIMITATION OF LIABILITY

8.01. Limit of Liability. An Officer or Director of the Corporation is not liable to the Corporation or its members for monetary damages for acts or omissions that occur in the person's capacity as an Officer or Director except to the extent the person is found liable for (i) a breach of the Officer or Director's duty of loyalty to the Corporation or its members; (ii) an act or omission not in good faith that constitutes a breach of duty of the Officer or Director to the Corporation; (iii) an act or omission that involves intentional misconduct or knowing violation of law; (iv) a transaction from which the Officer or Director receives an improper benefit, whether or not the benefit resulted from the action taken within the scope of the person's office; or (v) an act or omission for which the liability of an Officer or Director is expressly provided by applicable statute. The liability of Officers and Directors of the Corporation are limited to the maximum extent allowed by the Charitable Immunity and Liability Act of 1987, Chapter 84, Texas Civil Practice and Remedies Code, as amended. If the Texas Business Organizations Code, Charitable

Immunity and Liability Act of 1987, or other applicable law, is construed or amended to authorize action constituting further elimination or limitation of liability, then this Certificate of Formation will be considered to have been likewise amended to provide for any such additional elimination or limitation of liabilities to the fullest extent permitted by such applicable law, as so construed or amended.

8.02. No Retroactive Repeal. Any repeal or modification of this Article 8 will not adversely affect any right or protection of a Director, Officer, or committee member of the corporation existing at the time of such repeal or modification.

Article 9

NOTICES

9.01. Transmission. Any notice required or permitted by the Bylaws to be given to a member, Director or Officer of the Corporation may be given by telegram, facsimile transmission, e-mail or mail. If mailed, a notice will be deemed to be delivered when deposited in the United States mail addressed to the person at the person's address as it appears on the records of the Corporation. A person may change the person's address by giving written notice to the Corporate Secretary.

9.02. Waiver. Whenever any notice is required to be given under the provisions of the Certificate of Formation or the Bylaws, a waiver in writing signed by a person entitled to receive a notice will be deemed to be equivalent to the giving of the notice. A waiver of notice will be effective whether signed before or after the time stated in the notice being waived.

9.03. Waiver by Attendance. The attendance of a person at a meeting, including remote attendance at a meeting held by an audio or audiovisual conference, will constitute a waiver of notice of the meeting unless the person attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Article 10

CHAPTERS

10.01 Application for recognition and approval of a chapter of the Corporation must be made to the Affinity Groups committee of the Board of Directors. The Affinity Groups Committee will review applications and make recommendations for approval to the Board of Directors. Requirements for approval of a chapter must include but may not be limited to, the election of a President and a Vice President of the chapter, whose term may be determined by the charter members of the chapter. The President of the chapter serves as a member of the Affinity Groups Committee. A chapter's status may be reviewed and revoked at any time by the Board of Directors of the Corporation. The Corporation will not assume any obligation to financially support chapter activities unless expressly approved by the Board of Directors of the Corporation. All chapters operate as volunteer entities in support of South Texas College of Law Houston and its alumni.

Article 11

MISCELLANEOUS PROVISIONS

11.01. Construction. The Bylaws will be construed in accordance with the laws of the State of Texas. All references in the Bylaws to statutes, regulations, or other sources of legal authority will refer to the authorities cited, or their successors as they may be amended from time to time.

11.02. Severability. If any Bylaw is held to be invalid, illegal, or unenforceable in any respect, the invalidity, illegality, or unenforceability will not affect any other provision, and the bylaws will be construed as if the invalid, illegal, or unenforceable provision had not been included in the Bylaws.

11.03. Headings. The headings used in the Bylaws are used for convenience and will not be considered in construing the terms of the Bylaws.

11.04. Financial Limitations. The Corporation is not intended to receive or distribute funds. Any fundraising or expenses should be managed in consultation with South Texas College of Law Houston.

11.05. Resignations. Any Director, Officer or agent may resign by giving written notice to the President. Such resignation will take effect at the time specified therein or immediately, if no time is specified. Unless otherwise specified therein, the acceptance of such resignations will not be necessary to make it effective.

11.06. Rules of Order. The conduct of any meeting of the membership, Board of Directors, or any committee of the Corporation will be governed by Robert's Rules of Order to the extent they are not in conflict with the Bylaws or Certificate of Formation.

11.07 Amendments. The Bylaws may be amended only the affirmative vote of a majority of the Directors then serving on the Board of Directors.