BYLAWS OF
THE UNIVERSITY OF HOUSTON
ALUMNI ASSOCIATION FOUNDATION

(Incorporated under the laws of the State of Texas July 26, 1940, as the Ex-Students Association of the University of Houston and charter amended to change the name to University of Houston Alumni Organization March 31, 1975, amended to change the name to Houston Alumni Organization January 15, 1997, amended to change the name to The University of Houston Alumni Association on August 15, 2008 (effective January 1, 2009) and amended to change the name to The University of Houston Alumni Association Foundation on August 22, 2014.

BYLAWS

Amended September 25, 2015, repealing and superseding Bylaws amended August 20, 2010, adopted March 26, 1974, and all subsequent amendments.

ARTICLE I

NAME

The corporate name of this Association is The University of Houston Alumni Association Foundation, previously known as The University of Houston Alumni Association, and hereinafter referred in this document as the “Association,” “UHAA” or the “Alumni Association.”

ARTICLE II

OFFICES

Section 1. The principal office of the Foundation in the State of Texas shall be located in the City of Houston, County of Harris. The Foundation may have such other offices, either within or without the State of Texas, as the Board of Directors may determine or as the affairs of the Foundation may require from time to time.

Section 2. The Foundation shall have and continuously maintain in the State of Texas a registered agent whose office is identical with such registered office, as required by the Texas Non-Profit Corporation Law. The registered office may be, but need not be identical with the principal office in the State of Texas, and the address of the registered office may be changed from time to time by the Board of Directors.

Section 3. The Foundation’s Registered Agent is Michael Pede. He may be served with process in person offices of the Foundation, located at: The UH Athletics and Alumni Center, 3100 Cullen Blvd., Room 201, Houston, Texas 77204-6000.

ARTICLE III

PURPOSE

Said Foundation is organized exclusively for charitable and educational purpose to advance the interest and promote the welfare of the University of Houston, Houston, Texas
ARTICLE
IV
MISSION, VISION STATEMENT, AND CORE VALUES

Section 1. The mission of The University of Houston Alumni Association Foundation is serving and supporting the University of Houston, its Alumni and its Students.

More specific objectives shall be:

A. To encourage alumni to assist in providing adequate support for the University, college, school or geographic region and for all alumni activities;

B. To do for the University that which it cannot do for itself; and

C. Including, for such purposes, the making of distributions to the University of Houston, Houston, Texas, its individual schools, colleges, and geographic region Clubs, and to other organizations that qualify as exempt organizations under Section 501 (c) (3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law).

Section 2. The vision statement of the University of Houston Alumni Association Foundation is that the Foundation is a global community of alumni and friends committed to and sharing pride in the growth and support of the University of Houston as a premier institution. Our commitment and pride are demonstrated through active participation, leadership, and financial support.

Section 3. Our core values are: commitment, leadership, integrity, inclusiveness, fun, and teamwork.

ARTICLE
V
MEMBERS

Section 1. All persons who are either graduates or former students of the University of Houston are considered alumni of the University of Houston.

Section 2. There shall be four (4) classes of Active members consisting of Annual Members, Life Members, Affiliated Members, and Honorary Members.

Section 3. Those persons designated as Life Members who have fulfilled or who are fulfilling their financial obligations currently shall be considered as Life Members.

Any person eligible for membership may become a Life Member upon payment of a fee, designated Life Member Fee, as established from time to time by the Board of Directors.

The Board of Directors may confer Life Membership, without the payment of a fee, on any individual who has been an outstanding student or rendered outstanding service to the University of Houston or to the Association.

Section 4. Honorary Life Members shall be those persons who shall have rendered exceptional service to the University of Houston or to the Association and who shall have been elected to honorary
membership by a two-thirds (2/3) vote of the Board of Directors at a regular or special meeting called for that purpose.

Such Honorary Life Members are entitled to all benefits and privileges of the Association except that they may not hold elective office unless otherwise qualified under Section 4 of this Article. Honorary Life Members shall not be required to pay dues.

Section 5. Membership in this corporation is not transferable or assignable.

ARTICIE

VI

CONSTITUENTALUMNI ASSOCIATIONS,
NETWORKS, AND CLUBS

Section 1. An alumni association of any college, school, department, or special interest group, network or club of the University of Houston shall be eligible to be a Constituent Association, hereinafter called "Constituent" and only one (1) such association shall represent each college, school, department or special interest group, network or club.

Section 2. Alumni residing or working in an area where there is a concentration of University of Houston alumni may form an Alumni Network or Club.

Section 3.

a. Twenty (20) or more active members, thus requiring each to be a current annual or life member of the Association may petition this Association for a Constituent Association to be officially and thus legally chartered. Residence or employment of an active member outside Harris County, Texas, shall not preclude such person from belonging to a college or school Constituent Association.

b. At least ten (10) alumni, all of whom must be active dues-paying members of the Association may petition this Association to seek the official chartering of an network or club.

c. Alumni Networks may be recognized without formal application for chartering.

Section 4. Such petitioners shall submit an application on forms provided by the Association, along with three (3) copies of the proposed Bylaws for such Association or Club, to the UHAAF President who in turn will refer the application to the Board of Directors for consideration.

a. The Board of Directors shall institute a Constituent Association, network, or club of The University of Houston Alumni Association Foundation when the Association, network or club has met the chartering requirements and it has been determined that the Bylaws are not inconsistent with the Bylaws of the Association and the petitioners' addresses and previous enrollment in the college or school have been verified.

b. Any subsequent amendments to Constituent, network or Club Bylaws may be subject to review and approval of the Board of Directors of The University of Houston Alumni Association.

Section 5. Upon issuance of a charter, the petitioners shall elect officers and directors in accordance with its Bylaws and notice of such elected person shall be given to the Secretary of the Association.
Section 6. Each Constituent Association, network or club is responsible for the financing of its own functions and shall devise whatever means the officers and members of the said Association, network or club deem suitable. Each member will, however, be required to maintain active membership in the Association by complying with the provisions of Article V, Sections 1, 2, 3, or 4.

Section 7. The administrative year and the fiscal year of all Constituent Associations and network, or club shall coincide with that of the Association.

Section 8. Any college Constituent Association, network or club legally constituted at the adoption of these Bylaws shall continue to be recognized as the only representative of the specified school or college or geographic area that it has represented previously.

Section 9. An Alumni Network may be recognized in any area or place of employment regardless of the number of alumni present. An Alumni Network will be recognized by the Board of Directors without any explicit or implied obligations or liability on the part of the University of Houston Alumni Association.

Section 10. The Board of Directors may cease to recognize a Constituent Association, network, club or Alumni Network at any time when in the best interest of the Association such action is deemed necessary following a recommendation to that effect by the President and, if it is a college constituent group, network, or club, a request by the dean to do so by a two-thirds (2/3) vote of the directors present at any regular or special meeting called for such purpose provided notice of such meeting shall specify such purpose.

ARTICLE VII

BOARD OF DIRECTORS

Section 1. The business, property and affairs of the Association shall be vested in and controlled by a Board of Directors, which shall set the policy for the management of the business, property and affairs of the Association. The Board of Directors shall direct the matters of general policy of the business and affairs of the Association, and shall exercise all the powers that may be exercised or performed by a corporation under the laws of the State of Texas and by these Bylaws.

Section 2. The officers of the corporation, except the Past President, shall be elected by the Board of Directors as provided in Article VII, Section 2 to serve a term of two years beginning on September 1 of the fiscal year following election or until their successors have been duly elected or qualified. No officer may serve more than two consecutive terms in the same office. Upon completion of his or her term in office, the President of the Board shall automatically become the Vice President, similarly the President Elect shall become the President. The Board of Directors shall consist of not less than fifteen (15) and not more than twenty (20) active members elected at-large and the immediate Past Chair who shall serve as immediate Past Chair until his or her successor shall qualify. The University of Houston President and the president of The University of Houston Alumni Association shall be ex-officio members. The Board shall make an effort to ensure representation of the geographic regions outside the Greater Houston area.

a. The directors shall be elected in accordance with Article XI, Nominations and Elections, and shall serve three (3) year terms. The election of Directors shall be held annually with the number of the directors elected each year matching the number of vacancies available, except that the Immediate Past President shall serve one year or until his or her successor shall qualify.

b. A person elected President for a term beginning in the year after his or her term as director has expired shall be designated as an additional director during each successive year served as President and immediate Past President, respectively.
c. The Board of Directors by a two-thirds (2/3) vote of its members may confer the designation “President Emeritus” upon a past President of the Board who has served the Association with dedication to its purposes and outstanding service to the University.

d. Directors shall assume their respective terms on September following their election and shall hold office until their terms expire and until their successors shall have been elected or qualified.

e. No Board Member shall serve more than two (2) consecutive three-year terms, except in the case where a Board Member is elected Board Chair prior to the expiration of his or her second term, in which case the Board member may serve an additional two years as President and a second one year term as Past President or in the case of Ex Officio Members who will serve until they no longer qualify.

f. Members of the Board of Directors are asked to become Life Members of the Association and contributing alumni on behalf of the University or any of its constituencies. Those board members who have completed their Life Membership pledges are asked to contribute to the Association’s Annual Circle of Excellence campaign.

Section 3. Regular meetings of the Board of Directors shall be held at least three (3) times a year at such times and places, either within or without the State of Texas, as a majority of the directors may from time to time decide. Board members unable to attend in person may do so via teleconference if feasible.

a. The directors shall designate the time and place to hold a regular or special meeting for the purpose of electing officers for the administrative year beginning September 1 of each year. This meeting shall be held as reasonably practicable after the annual election of directors.

b. The Board of Directors may provide by resolution the time and place either within or without the holding of additional regular meetings of the Board.

Section 4. Special meetings of the Board of Directors may be called by or at the request of the President or any six (6) directors. The person or persons authorized to call special meetings of the Board may fix any place, either within or without the State of Texas, as the place for holding any special meeting of the Board called by them.

Section 5. Notice of any special meeting of the Board of Directors shall be given at least five (5) days previously thereto by written notice delivered personally or sent by mail, telegram, facsimile transmission, or e-mail to each director at the address, facsimile phone number, or e-mail address as shown by the records of the corporation. If mailed, such notice shall be deemed to be delivered two (2) days after it is deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If notice is given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. If transmitted via facsimile machine or e-mail, such notice shall be deemed to be delivered when transmitted by the office of the corporation. Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these Bylaws.

Section 6. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the board. If less than a majority of the directors are present at said meeting, a majority of directors present may adjourn the meeting from time to time without further notice.

Section 7. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number required by law or by these Bylaws.

Section 8. Vacancies on the Board of Directors, not provided for elsewhere in these Bylaws, may be filled by election by a majority of the remaining directors, though less than quorum, at a regular or special meeting called for
that purpose. A director elected to fill a vacancy shall be elected for the un-expired term of his or her predecessor in office and shall serve until his or her successor shall have been elected or qualified.

Section 9. Directors as such shall not receive any remuneration for their services.

Section 10. Any action required by law to be taken at a meeting of directors, or any action which may be taken at a meeting of directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the directors.

Section 11. Any director may be removed from his or her position as director for cause at any meeting, special or regular, if notice of intention of the purpose of removing the director shall have been one of the stated purposes for calling the meeting and the vote for removal shall be a two-thirds (2/3) vote of the members of the Board of Directors present and voting. Any board member may be removed from the Board of Directors due to absence at two (2) consecutive meetings or at least fifty (50) percent of the Board meetings in a fiscal year unless he or she has notified the Secretary in advance that he or she will be absent for reasonable cause. The determination of the Board of Directors as to what constitutes reasonable cause shall be final.

Section 12. Each director is entitled to one (1) vote and must be present at the meeting to exercise his or her vote. All meetings of the directors, annual, regular or special, or any portion thereof, may be closed to all persons other than directors at the discretion of the majority of the directors. At all open meetings of the directors, no persons in attendance other than directors may speak for or against any issue, or question any director, or bring up any subject or topic, or participate in any manner as Directors. The Board of Directors may from time to time prescribe additional rules or methods of procedure as may be deemed expedient or proper. The Sergeant-At-Arms appointed by the Board from among its members shall have authority to enforce the provisions of this section.

ARTICLE
VIII

OFFICERS

Section 1. The officers of the corporation shall be a President of the Board, a President-Elect, a Secretary, a Treasurer, an immediate Past President, and any other officers the Board of Directors shall deem necessary and appropriate in the circumstances.

Section 2. The officers of the corporation, except the immediate Past President of the Board, shall be elected by the Board of Directors as provided in Article VII. Section 2 to serve for a term of two years beginning September 1 of the fiscal year following election or until their successors shall have been duly elected or qualified. No officer may serve more than two consecutive terms in the same office. Upon completion of his or her term of office, the President of the Board shall automatically become the Vice President. Similarly, the President-Elect shall become the President.

Section 3. The administrative year of an office shall run from September 1 through August 31 of the following year.

Section 4. Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the corporation would be served thereby, such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

Section 5. A vacancy in the office of President shall be filled by the President-Elect. A vacancy in the office of President-Elect shall not be filled until the next regular election, and the duties of that officer shall be assumed by a member of the Board of Directors as assigned by the President. If a vacancy occurs in both the office of President and President-Elect, the Secretary shall call a meeting of the Board of Directors, to fill the un-expired term of President. If the Immediate Past President is unable to or refuses to serve on the Board of Directors the most recent Past President of the Association who consents to serve shall fill this vacancy. Appointments to other vacancies among the officers shall be made by the President.
with the approval of the Board of Directors. Persons appointed to fill vacancies shall serve for the remainder of the un-expired term.

**Section 6.** The President of the Board shall be the principal officer of the corporation and shall in general supervise and control all of the business and affairs of the corporation. He or she shall preside at all meetings of the members, the Council, and of the Board of Directors. He or she may sign, with the Secretary or any other proper officer of the Corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws or by statute to some other officer or agent of the corporation; and in general he or she shall perform all duties incident to the office of President and such other duties, as may be prescribed by the Board of Directors from time to time.

**Section 7.** In the absence of the President of the Board or in event of his or her inability or refusal to act, the President-Elect shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President.

**Section 8.** The duties of the President-Elect, Secretary, and Treasurer shall be those customary to such offices and as described by Board policy.

**Section 9.** Such officers and employees of the corporation as designated by the Board of Directors shall give a bond for the faithful discharge of their duties in such sum and with such surety or sureties as the Board of Directors shall determine. The cost of such bond is to be an expense of the corporation.

**Section 10.** The Board of Directors shall have the power to hire and retain a President who shall serve as chief executive officer and who shall have responsibility for the operation and administration of the Association's offices, programs, and staff. The President shall serve as an officer of the corporation and shall have powers as designated by these Bylaws and from time to time by Board policies and Board resolutions. Unless expressly authorized by the Board of Directors, or the Executive Committee of the Board of Directors when the Board of Directors is not in session, or by the Board Policy Relating to Financial Transactions, neither the UHAAF President & CEO nor any other officer so designated by these Bylaws, shall enter into or execute any contract, deed, agreement or instrument in the name of the UHAAF that serves to bind the UHAAF.

**Section 11.** The incoming President of the Board (President-Elect) may call a meeting of the Board-Elect to fill any vacancies on the Board-elect.

**Section 12.** Each retiring officer shall deliver to his or her successor all records and property of the Association that may be in his or her possession not later than thirty (30) days after his or her retirement.
ARTICLE IX

ALUMNI PRESIDENTS COUNCIL

Section 1. The Alumni Presidents Council, hereinafter referred to as the “Council,” shall be composed of a broad and diverse representation of members reflective of the interests and concerns of the Association's constituencies as they relate to the Association's mission, goals, and activities. Council members shall stay informed of Association and University issues and shall promote the Association and its activities to its constituencies. Members of the Council form an Advisory Board for the Association and are responsible for making sure that their respective associations, clubs or networks are in compliance with all Association's bylaws and policies including

Section 2. The Council shall be composed of the following:

a. All presidents of chartered UHAAF constituent associations and networks and clubs with approved Bylaws on file with the Association that are in compliance with all Association Bylaws and policies. The president must be an active annual or life member and be elected to their position by a majority vote of their organization's membership.

Section 3. Elected Council members shall begin their terms on September 1 and continue until their successors are named in accordance with these Bylaws.

Section 4. All members of the current Board of Directors of UHAAF are invited to attend Alumni Council meetings as ex-officio members.

Section 5. Council members as such shall not receive any remuneration for their services.

Section 6. The Council shall hold at least two regular meetings annually. The date and place for each meeting shall be fixed by the President of the Council.

a. Any elected Council member who fails to attend at least one meeting in each administrative year, unless excused by the President of the Board for cause, shall have relinquished his or her position, which will be filled by a member appointed by the President. Any Council member may be removed from the Council for any cause deemed appropriate by a vote of a majority of Council members present and voting at any meeting of the Council.

b. Twenty-six (26) percent of the members of the Council shall constitute a quorum for any regular or special meeting of the Council.

c. Meetings of the Council may be called at the request of the President or a majority of the Board of Directors or by a minimum of ten (10) percent of the members in good standing of the Council.

Section 7. The Council shall nominate one of its members, or one of its past-members, to serve on the UHAAF Board of Directors, serving a two year term. This board position will serve as the President of the President's Council.

Section 8. The President of the Council shall preside over all meetings of the Council. In his or her absence, the President-Elect shall preside over the meeting of the Council.
ARTICLE X

COMMITTEES

Section 1. The President of the Board will be an ex-officio voting member of all committees appointed by him or her with the approval of the Board of Directors except the Nominating Committee. The President of each committee may be appointed by the President of the Board with the approval of the Board of Directors.

Section 2. Duties and responsibilities of committees shall be such as are prescribed from time to time by the President of the Board or the Board of Directors.

Section 3. Each committee shall meet as necessary and at least once annually. Each member of a committee shall continue as such until his or her successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof. Any member of a committee may be removed by a majority vote of the Board of Directors at a special or regular meeting whenever in its judgment the best interests of the corporation shall be served by such removal.

Section 4. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the original appointments.

Section 5. Unless otherwise provided, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 6. Each committee may adopt rules for its own government not inconsistent with these Bylaws or with rules adopted by the Board of Directors. It shall keep minutes of its meetings and a copy of the minutes shall be forwarded to the Secretary and President within ten (10) days after such meeting.

Section 7. All committees of the Board of Directors must be comprised of a majority of current board members, or if deemed appropriate, the majority may be identified as current and former board members.

Section 8. Each Director shall serve on a minimum of one (1) committee of the Association. Participation in Committee activities shall be considered when evaluating the continued service of each Director.

Section 9. The Officers of the Board of Directors shall constitute the Executive Committee. The Executive Committee shall be represented by the President of the Board and may be called to meet at the request of the President of the Board or by a minimum of three officers of the Association. The powers of the Executive Committee shall be those defined by Board Policy.

ARTICLE XI

NOMINATIONS AND ELECTIONS

Section 1. The Nominating Committee for the Board of Directors shall consist of six (6) persons: the immediate Past President, the President of the Board and the President-Elect, who shall serve as President of the Nominating Committee, one past member of the Board of Directors as identified by the President and two (2) Council members appointed by the President of the Board. The Nominating Committee shall prepare a slate of Directors and make a report thereof to the President of the Board and the Secretary of the Association not later than August 31 of each year. The President of the Nominating Committee may invite other members of the Council to participate in and attend meetings of the Nominating Committee.

Section 2. Additional nominations in accordance with these Bylaws may be filed with the President of the Board and Secretary not later than May 31 of each year, provided such nominations are submitted in
writing by fifty (50) active members of The University of Houston Alumni Association Foundation and are accompanied by a letter of consent from the candidate being nominated.

Section 3. The annual election of Directors shall be held at a meeting, conference call or by ballot of the Board of Directors prior to the beginning of the administrative year in which the term for new members begins.

Section 4. Any nominee shall be elected to the board by a majority vote of the board at a meeting where a quorum exists.

Section 5. The officers of the Board shall be nominated for election by the Board of Directors by a nominating committee consisting of the immediate Past President, the President of the Board, and the President-Elect, who shall serve as President of the Nominating Committee.

ARTICLE
XII

CONTRACTS, CHECKS, DEPOSITS AND FUNDS

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

Section 2. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer or the President of the Board of the Association.

Section 3. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors may elect.

Section 4. The Board of Directors may accept on behalf of the corporation any contribution, gift or device for the general purposes or for any special purpose of the corporation.

Section 5. The acceptance and disbursement of gifts will be classified in accordance with Generally Accepted Accounting Practices (GAAP), with the Financial Accounting Standards Board (FASB) and with the Uniform Prudent Management of Institutional Funds Act (UPMIFA) and with UHAAF board policies.

ARTICLE
XIII

FISCAL YEAR

Section 1. The fiscal year of the Association shall begin on the first day of September and end on the last day of August of each year.

Section 2. The accounts of the Treasurer shall be in accordance with the fiscal year of the Association and at the sole discretion of the Board of Directors may be audited at the end of the fiscal year by a committee of three (3) members appointed by the President of the Board, with the approval of the Board of Directors, or by an independent public accounting firm.
ARTICLE XIV

SEAL

The Board of Directors shall provide a corporate seal, which shall be a circular die with the words THE UNIVERSITY OF HOUSTON ALUMNI ASSOCIATION around the outer edge, with the image of the Ezekiel Cullen building in the center...

ARTICLE XV

WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the Texas Non-Profit Corporation Act or under the provisions of the articles of incorporation or by the Bylaws of the corporation, a waiver thereof in writing signed by the person or person entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XVI

DISSOLUTION

In the event of dissolution of the corporation, voluntary or otherwise, any moneys, securities, or properties of whatsoever nature or kind remaining after the discharge of all indebtedness of the corporation shall be distributed to and insure to the benefit of the University of Houston located in Houston, Texas.

ARTICLE XVII

PARLIAMENTARY AUTHORITY

Except as otherwise expressly provided herein, the Board shall determine its own rules of order. After providing reasonable opportunity for opposing views to be heard, the President or the presiding officer shall have the right to limit or terminate debate on any issue. The latest edition of Robert's Rules of Order shall be used as a guide but shall not be binding.

ARTICLE XVIII

AMENDMENTS TO BYLAWS

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by a majority of the directors present at any regular meeting or at any special meeting, if at least five (5) days written notice is given of intention to alter, amend or repeal or to adopt new Bylaws at such meeting.
ARTICLE
XIX

AMENDMENTS TO ARTICLES OF INCORPORATION

The Board of Directors shall have the authority to amend the articles of incorporation, to adopt restated articles of incorporation (without amendment), and to adopt restated articles of incorporation (with amendment) pursuant to the provisions of the Texas Non-Profit Corporation Act. The amendments, restated articles without amendment or restated articles with amendment may be adopted by a majority vote of the directors at a regular meeting or special meeting called for such purpose provided that notice has been given.

ARTICLE
XX

INDEMNIFICATION

The Association shall indemnify any person who is or was a party or is or was threatened to be made a party to 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 a Director or Officer of the Houston Alumni Association or a member of the Council or any board, committee, subcommittee, or task force of the Association against expenses, judgments, awards, fines, penalties, and amounts paid in settlement actually and reasonable incurred by such person (with the prior consent of the Association acting through its Board of Directors by a two-thirds (2/3) vote and the concurrence of counsel which the Association shall have retained to defend such person, as hereinafter provided) in connection with such action, suit, or proceeding, (i) except with respect to matters as to which it is adjudged in any such suit, action, or proceeding that such person is liable to the Association by reason of the fact that such person has been found guilty of the commission of a crime being understood that termination of any action, suit, or proceeding, by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent (whether or not after trial) shall not, of itself, create a presumption or be deemed an adjudication that such person is liable to the Association by reason of the commission of a crime or gross negligence in the performance of his or her duties, and (ii) provided that such person shall have given the Association prompt notice of the threatening or commencement (as appropriate) of any such action, suit or proceeding. Upon notice from any such indemnified person that there is threatened or has commenced any such action suit, or proceeding, the Association (a) shall defend such indemnified person through counsel selected by and paid for the Association and reasonably acceptable to such indemnified person which counsel shall assume control of the defense and (b) shall reimburse such indemnified person for expenses encompassed by the foregoing indemnity in advance of the final disposition of any such action, suit, or proceeding, provided that the indemnified person shall agree to repay to the Association all amounts so reimbursed if a court of competent jurisdiction finally determines that such indemnified person is liable to the Association by reason of the fact that such indemnified person has been found guilty of the commission of a crime or of gross negligence in the performance of his or her duties. The foregoing provisions shall be in addition to any and all rights which the person specified above may otherwise have at any time to indemnification from or reimbursement by the Association.
University of Houston Alumni Association
Foundation
Board of Directors Policies

Alumni Center Reserve Fund Policy
Chartering and Relationships Policy
Compensation Policy
Conflict of Interest Policy and Disclosure Form
Constituent Relationship Policy Corporate
Credit Card Policy
Endowment Appropriation for Expenditure Policy
Expense Policy
Interpretation of Relevant Law with regard to Endowments Policy
Investment Policy Statement
Reserve Fund Policy Retention
and Destruction Policy Transaction
Policy
Whistleblower Policy
The University of Houston
Alumni Association Foundation
Board of Directors

UHAA Alumni Center Reserve Fund Policy
Approved February 22, 2008

Purpose

The purpose of this statement is to provide a clear understanding of the UHAA Alumni Center Reserve Fund. A special fund known as the UHAA Alumni Center Reserve Fund is established to create a reserve to fund the repair, replacement and improvements of Alumni Center. Transfers in and out will be made as needed as recommended by the executive committee and approved by the board of directors.

Distribution

Distributions out of the UHAAF Alumni Center Reserve Fund require the approval of the Board of Directors.
The University of Houston
Alumni Association Foundation
Board of Directors Chartering &
Relationships Policy
Adopted September 26, 1987

The University of Houston Alumni Association Foundation (UHAAF) Bylaws prescribe general procedures and the authority for chartering. This document establishes UHAAF board policies for securing and maintaining a charter and for the relationships between UHAAF, constituent associations, chapters (clubs) and the university.

Approval of Charter Petitions/Applications

A. Complete applications for area chapter (club) and constituent association charters must be submitted 10 days in advance of an UHAAF Executive Committee meeting for review prior to submission and recommendation to the UHAAF board.

B. An affirmative vote of 2/3 of the members present and voting at any meeting of the UHAAF Board of Directors is required to charter an area chapter or a constituent association.

C. A special interest group, network or club petitioning for a charter must have an identifiable constituency of at least 250 alumni and submit a roster along with the charter application to the UHAAF Executive Committee and the UHAAF Board of Directors.

D. Complete applications to charter a department-based constituent association within an existing college or school constituent association must be submitted and approved by the existing constituent association prior to submission to the UHAAF Executive Committee. This approval must accompany the charter application.

Activities of Networks, Clubs and Constituents

A. The activities and programs of networks and clubs and constituent associations must conform to the purpose of UHAAF as stated in its Bylaws and the UHAAF board's current mission statement.

B. Networks, clubs, and constituent associations shall cooperate and work closely with the UHAAF board, the UHS Board of Regents, and the UH administration on behalf of the university.

C. The UHAAF board has the sole responsibility to represent the Alumni Association and, when necessary, to address an issue or concern to the UHS Regents, the UH administration, governmental officials, or any other agency or organization.
D. The Alumni Association's name shall not be invoked as a sponsor or participant in conjunction with any religious, social, or political cause or event whatsoever without the prior expressed written consent of the UHAAF Board of Directors.

Revocation of Charters

A. By a two-thirds (2/3) vote of the Board of Directors, a charter may be revoked if an area club or constituent association, in the sole judgment of the UHAAF board,

1. has engaged in activities in violation of paragraph JJ hereof, or any other provision hereof, or any established policy of the Alumni Association or its Bylaws;
2. has opposed the UHS Board of Regents, the UH administration, or governmental officials without the prior expressed written approval of the UHAAF board; or
3. is found or deemed to be insolvent or lacking in fiscal responsibility.

B. An action by the UHAAF board to revoke a charter is immediate and final without any refund of dues or contributions.
The University of Houston Alumni Association Foundation
Board of Directors
Policy on the Process for Determining Compensation
Approved on November 19, 2008

This Policy on the Process for Determining Compensation of The University of Houston Alumni Association applies to the compensation of the following persons employed by the Association:

The Association's Chief Executive Officer
Other Officers or Key Employees

The process includes all of these elements: (1) review and approval by the board of directors or compensation committee; (2) use of data as to comparable compensation; and (3) contemporaneous documentation and record keeping.

1. Review and approval. The compensation of the person is reviewed and approved by the board of directors or compensation committee, provided that persons with conflicts of interest with respect to the compensation arrangement at issue are not involved in this review and approval.

2. Use of data as to comparable compensation. The compensation of the person is reviewed and approved using data as to comparable compensation for similarly qualified persons in functionally comparable positions at similarly situated organizations.

3. Contemporaneous documentation and recordkeeping. There is contemporaneous documentation and recordkeeping with respect to the deliberations and decisions regarding the compensation arrangement.

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1 Officer — A person elected or appointed to manage the Association's daily operations, such as a president, vice-president, secretary or treasurer. The officers of the Association are determined by reference to its organizing document, bylaws, or resolutions of its governing body, or as otherwise designated consistent with state law, but at a minimum include those officers required by applicable state law. Include as officers the Association's top management official and top financial official (the person who has ultimate responsibility for managing the Association's finances).

Key Employee — An employee of the Association who meets all three of the following tests: (a) $50,000 Test: receives reportable compensation from the Association and all related organizations in excess of $50,000 for the year; (b) Responsibility Test: the employee: (i) has responsibility, powers, or influence over the Association as a whole that is similar to those of officers, directors, or trustees; (ii) manages a discrete segment or activity of the Association that represents 10% or more of the activities, assets, income, or expenses of the Association, as compared to the Association as a whole; or (iii) has or shares authority to control or determine 10% or more of the Association's capital expenditures, operating budget, or compensation for employees; and (c) Top 20 Test: is one of the 20 employees (that satisfy the $150,000 Test and Responsibility Test) with the highest reportable compensation from the Association and related organizations for the year.
The University of Houston Alumni Association Foundation
Board of Directors
Conflict of Interest Policy
Adopted November 19, 2008

All board members and staff are to act with honesty, integrity, and in the best interest of the Association when performing their duties, and to abide by the highest standards of professional and fiscal conduct.

1. **Definition of conflicts of interest** A conflict of interest arises when a member of the UHAAF Board of Directors, a member of an UHAAF Established Group Board of Directors or an UHAAF staff member benefits financially from a decision he or she could make in that capacity, including indirect benefits such as to family members or businesses with which the person is closely associated, which is not in the best interest of the Association. This policy is focused upon material financial interest of, or benefit to, such persons.

2. **Individuals covered** Persons covered by this policy are the UHAAF Board of Directors, UHAAF Established Group Board of Directors and staff.

3. **Facilitation of disclosure.** Persons covered by this policy will annually disclose or update to the President of the Board of Directors on a form provided by the Association their interests that could give rise to conflicts of interest, such as a list of family members, substantial business or investment holdings, and other transactions or affiliations with businesses and other organizations or those of family members.

4. **Procedures to manage conflicts.** For each interest disclosed to the President of the Board of Directors, the President will determine whether to: (a) take no action; (b) assure full disclosure to the Board of Directors and other individuals covered by this policy; (c) ask the person to recuse from participation in related discussions or decisions within the Association; or (d) ask the person to resign from his or her position in the Association or, if the person refuses to resign, become subject to possible removal in accordance with the Association’s removal procedures. The Association’s chief employed executive and chief employed finance executive will monitor proposed or ongoing transactions for conflicts of interest and disclose them to the President of the Board of Directors in order to deal with potential or actual conflicts, whether discovered before or after the transaction has occurred.

5. **Record-Keeping and Recording** Disclosures of conflicts shall be documented, recorded in board meetings and filed in board minute files and audit/tax related files.

Examples of potential conflicts include (but are not limited to)

- Performing work for University departments or affiliate units for additional pay;
- Participating in decisions or deliberations where your own personal financial interests are or could be affected;

- Participating in decisions or deliberations where a family member is or could be affected, financially or otherwise;

- Performing activities for non-University entities or pay;

- Accepting gifts, entertainment, or other items of substantial value from vendors or other third parties that do or have business with the Association and/or the University;

- Accepting an incentive or benefit to gain access to a staff member's supervisor.
The University of Houston Alumni Association Foundation
Board of Directors
Conflict of Interest Policy Disclosure Form

Name of Board/Staff Member: ______________________ Type of Business: — — —

Name of Company: _______________________________________________________

— — — — — — — — — — — — — — — — — — — — — — — — — — — — — — — — — — Benefit to UHAA: ______


Disclosure of Potential or Actual Conflict of Interest:

Benefit to Board/Staff Member (please be specific about any compensation, direct, commission, financial or other benefit received as a result of doing business with UHAAF)


Submitted on: ______________________

Signature: ______________________

Received on behalf of UHAAF Board by: ______________________
The University of Houston Alumni Association
Foundation
Board of
Directors

UHAAF-Constituents Relationship
Policy
Adopted September 26, 1987

General Statement

The relationship between the University of Houston Alumni Association Foundation (UHAAF) and its constituent alumni associations is one of mutual support and cooperation as each works toward accomplishing common goals. Additionally, the mission statement adopted by the UHAAF Board of Directors, namely, "The mission of this organization is to strengthen relationships between alumni and their university in order to support the University of Houston in its quest for excellence," reflects the mission of all constituency units.

Though constituencies work for the immediate benefit of the individual colleges, schools, etc., all alumni work for the benefit of the University of Houston as a whole.

General Policies

A. Constituencies will actively support the objectives and activities of UHAAF with their time, money, and presence.

B. Constituencies, through their representatives on the UHAAF board, will be informed of UHAAF strategic planning activities and the annual goals of the organization. Constituencies will be supportive of these objectives.

C. UHAAF functions to provide leadership and assistance to the constituencies. Additionally, UHAAF handles bookkeeping, banking, and financial reporting of all units. UHAAF stands ready to lend assistance and support to constituencies in whatever ways the resources of UHAAF can be beneficial to the programs and activities of the constituencies.

Procedures and Activities which will guide UHAAF in its relationship with the constituent alumni associations

A. UHAAF will provide copies of its mission statement, goals and annual objectives by October of each year to constituent presidents.

B. UHAAF will serve as a clearinghouse for constituents by
   1. Maintaining a master calendar to avoid scheduling conflicts.
   2. Coordinating homecoming events to avoid conflicts.
   3. Structuring procedures for "timely communication" to the constituents when issues or events demand immediate contact with alumni.
   4. Negotiating, managing, and stewarding all contracts that are to be entered into by constituent groups.
C. Additionally, UHAAF will

1. Support the Constituent Presidents Round tables as an important means of providing communication and sharing ideas.
2. Assist constituencies in tracking membership and provide a membership update to Constituent presidents on at least a quarterly basis.
3. Assist the constituencies operationally in the following areas by
   a. providing a format for budget preparation
   b. providing a calendar format which will standardize scheduling of events
   c. providing assistance, if needed, with board member nominations and elections
   d. providing support in other areas identified by constituencies

3. Provide constituencies with a list of successful fund-raising activities conducted by other constituencies which will serve as "ideas" for fund-raising activities for new units.
5. Provide an overall plan of action for new constituencies to assist them in organizing and getting their feet on the ground as they move forward toward organizational maturity.

Procedures and Activities which will guide the constituencies in their relationship with the Alumni Association

A. Constituencies will develop an aggressive membership recruitment program. They are positioned to have direct contact with alumni at the "grass roots" level. As a suggested goal, each constituent board member should recruit one new member each year. Additionally, the following are recommended:

1. Include "membership report" as an agenda item for each board meeting
2. Promote membership at graduation
   (a) Constituent presidents should speak at the graduation exercise of his or her particular college
   (b) Prepare and distribute packets of information about UHAAF to graduates
   (c) Develop an aggressive follow-up campaign for membership renewals after the first year of free membership following graduation.

B. Constituencies will develop practices that promote high visibility of the alumni within individual colleges and schools. The following suggestions are offered:

1. Boards should include at least one student member
2. Boards may wish to include one faculty member, particularly if alumni are represented on the faculty
3. Alumni scholarships should be widely publicized
4. Alumni board activities should receive high visibility within the individual colleges and schools, etc. Board photographs should be prominently displayed
5. Alumni newsletters or news of alumni activities should receive wide publicity within the college or school
6. Alumni should institute programs that encourage faculty members to discuss the positive value of the university to their students
7. Each constituency should have an active liaison within the university (college dean, school director, department chair, etc.). If this liaison cannot attend board meetings, his or her representative should attend.
8. UH full or part time staff members or faculty are not permitted to participate as a voting member of UHAAF held scholarship selection committees.

C. Constituencies should strongly encourage all officers to attend the annual UHAAF Leadership Conference.
The University of Houston Alumni Association Foundation
Board of Directors
Corporate Credit Card Policy
Adopted August 12, 2008

UH AVP for Alumni Relations and Executive Director for Alumni Relations may be issued UHAAF corporate cards as approved by the UHAAF President and CEO.

UH AVP for Alumni Relations and Executive Director for Alumni Relations may not use their personal credit card in lieu of the UHAAF issued card for UHAAF related activities unless approved by the UHAAF President and CEO.

The UHAAF corporate card is subject to all miles and regulations relating to travel and other expense transactions as outlined in UHAAF policies, procedures and guidelines.

The UHAAF corporate card may only be used for those expenses approved by the UHAAF Board of Directors in the annual budget approval process. Any exception must be approved in writing by the UH AVP for Alumni Relations before the charge is incurred.

The UHAAF corporate card may only be used to those UHAAF expenses and may not be used for personal use for any reason; any unauthorized spousal expense or other personal expense incurred along with business activities must be paid for separately and cannot be included in the corporate charge.

Itemized receipts, not credit card summary charges, must be included in the support documentation for each corporate card holder's monthly report.

Each cardholder is responsible for preparing their monthly credit card expense report on a timely basis. All credit card expense reports must be approved by the UH AVP for Alumni Relations and/or an authorized UHAAF board officer.

Misuse of the corporate card or failure to supply the required monthly report or itemized receipts are subject to disciplinary actions including termination and corresponding withholding from the employee's monthly pay.
The University of Houston Alumni Association Foundation
Board of Directors
Endowment Appropriation for Expenditure Policy
Approved April 24, 2009

The UHAAF board shall act prudently and in good faith, and shall consider the following factors in making the annual determination to appropriate from the endowment funds (both permanently restricted funds and board designated funds):

1. the duration and preservation of the fund
2. purpose and intent of the fund
3. general economic conditions
4. possible effect of inflation and deflation
5. expected total return
6. other available resources
7. the UHAA Investment Policy

The annual appropriation shall be calculated as a percentage of the Fair Market Value (FMV) of assets averaged over the past 36 months as of September 30 of each year. Endowments in existence less than three years but greater than one year shall use the FMV of the fund for the amount of time in existence providing that it has been in existence for a minimum of twelve months.

Appropriation greater than 7% create a rebuttable presumption of prudence; however there is no safe harbor.

UPMIFA removes the requirement to maintain historic dollar value but does not remove the fiduciary duty to maintain a fund of perpetual duration; therefore much care must be considered in determining the annual appropriation for expenditures for permanently restricted endowment funds. Endowments which are underwater should look at all other available resources and the needs of the fund before any appropriation is made and must be approved by the board.

Endowment Funds include:

1. Permanently restricted donor endowment funds (subject to UPMIFA)
2. Temporarily restricted endowment funds (net total return less appropriations) of all permanently restricted donor endowment funds
3. Unrestricted endowment funds and Quasi-endowments
A. UHAAF Life Member Endowment (appropriations provide for programs and scholarships that support the long-term advancement of the organization and its members).

B. UHAAF Endowment Campaign (appropriations provide permanent funding for services and programs for the benefit of the alumni and the university).

C. UHAAF Linda Hayes/UHAA Endowment (ongoing programs support for UHAA)

D. All other board designated, quasi-endowments as designated by the UHAAF board and its constituents and clubs (appropriations are subject to the endowment purpose as outlined in each endowment agreement).

This policy replaces the Endowment Distribution Policy adopted 3/3/98 and amended 10/19/01.
The University of Houston Alumni Association Foundation
Board of Directors
UHAAF Expense Policy

Reimbursement: Adopted August 12, 2008, Amended August 20, 2010

Business expense reimbursements are subject to all rules and regulations of UHAAF board policies. Reimbursements must include the date, place, the names of persons attending, the purpose and the benefit of the meeting expense and an itemized receipt or detailed invoice.

Constituent and Club reimbursements must be approved and signed by an authorized officer, other than the payee, and subject to the approval of their respective board.

UHAAF staff reimbursements are limited to those occasions when the corporate credit card is not available for use and for those items that are routine in nature and previously approved in the UHAAF budget process by the UHAAF board of directors. Any exceptions must be approved by the UHAAF President in advance of the purchase. Reimbursements are subject to the approval of both the manager and the UHAAF President.

Business Meetings, Alumni Cultivation and Staff Development

Business meetings, alumni cultivation, staff development and related expenses are subject to the approval of the UHAAF manager, the UHAAF President, and to the regulations as outlined in UHAAF board policies. All meals and entertainment expense shall be restricted to occasions that can be demonstrated to be of clear benefit to UHAAF and shall be limited to those whose attendance is deemed necessary to that benefit. In addition, they must be completely documented by the following:

a. Date;
b. Place and type of expense;
c. Name and title of persons entertained if there are 10 or less people in attendance; a reservation listing may be used if more than 10 people
d. Purpose of the meeting and the benefit to the alumni organization
e. An official itemized receipt/invoice from the vendor
f. The maximum amount allowable for meals including beverages, tax and gratuity is $60 per person for an evening meal and $30 per person for lunch. Expenditures in excess must include a justification statement for the excess and be approved by the UHAAF President and UHAAF Treasurer. Gratuity may not exceed 20%.

Travel

Travel must be for official UHAAF business. All travel, other than routine, in-town mileage, must be approved in advance as documented in writing on an UHAAF Travel Request form and approved by the UHAAF President.
Travel expenditures must be documented to include the following:

a. A statement regarding travel purpose
b. An itemized list of all travel expenses and the supporting documents for those expenditures.
c. Airfare must be purchased at a minimum of two weeks in advance, in coach class and employees are expected to stay in moderately priced establishments.
d. In-town travel expense reimbursement is limited to distance from UHAA to the place of business unless travel is requested on a date outside of the normal work week, then travel may be from home to the place of business. Overnight housing reimbursement is excluded from all in-town expense, except in support of an UHAAF or UH event or activity which supports the advancement of either, such as the Alumni Awards Banquet or a major donor function when staff members might be expected to host donors, board members or others following the event. Approval should be sought in advance.

e. Phone calls must be limited to those performed in the course of conducting UHAAF business. The UHAAF long distance number may be used for all those calls to the university.
f. Mileage reimbursement is calculated on the IRS federal standard mileage rate. Employees must have current minimum insurance on their vehicle.
g. Out-of-town travel by a non-exempt employee who will be away from home overnight is work time only during those periods the employee is engaged in UHAAF business, including travel time to and from UHAAF.

h. The maximum per diem for meals is $50 and $140 for lodging, (both are inclusive of beverages, taxes and gratuity). Actual itemized receipts must be submitted amounts greater must be approved by the UHAAF President. The per diem as well as all other travel related expense is restricted to the employee and does not include family members of the employee or others. For travel to cities and locations that requires additional per diem or require the inclusion of family members approval must be obtained in advance from the UHAAF President or UHAAF Executive Committee President.

i. Alcoholic beverages are not an approved expense unless as justified with alumni cultivation efforts.
The University of Houston Alumni Association Foundation
Board of Directors
Interpretation of Relevant Law with regard to Endowments
Approved April 24, 2009

The UHAAF Board of Directors approves this interpretation of the Uniform Prudent Management of Institutional Funds Act (UPMIFA) as it relates to restricted donor endowment funds.

Each person responsible for managing and investing a donor restricted fund shall manage and invest the fund in good faith and with the care an ordinarily prudent person in a like position would exercise under similar circumstances.

1. only incur costs that are appropriate and reasonable in relation to the assets and the purpose of the university, and

2. make reasonable effort to verify facts relevant to the management and investment of the fund.

3. may pool investments for the purpose of management and investment.

In managing and investing donor restricted endowment funds, the following factors must be considered:

1. general economic conditions;

2. the possible effect of inflation or deflation;

3. expected tax consequences;

4. role each investment plays within the overall portfolio;

5. expected total return from income and appreciation;

6. other resources available;

7. the need to make distributions and to preserve capital; and

8. an asset’s special relationship to the charitable purpose

Appropriations are subject to the donor intent and the board shall act in good faith in consideration of the appropriation for expenditures as outlined in the Endowment Appropriation for Expenditure Policy.

UHAAF classifies as permanently restricted funds:

1. the original value of donor restricted endowment gifts ($10,000 minimum)
2. The original value of subsequent donor restricted endowment gifts to the already established fund.

UHAAF classifies as temporarily restricted funds:

1. realized and unrealized gains/(losses) of donor restricted endowment funds
2. all other time or purpose restricted funds

UHAAF classifies as unrestricted funds:

1. board designated endowment funds (quasi-endowments), subsequent gifts to the funds and total realized and unrealized gains/(losses) includes designated endowment funds from UHAAF constituent and club boards.
2. all other unrestricted net assets.
The University of Houston Alumni Association Foundation
Board of Directors
Investment Policy
Approved March 3, 2011

Replaces the Investment Policy adopted 3/92 with modifications through 4/09

Purpose

The purpose of this statement is to establish clear guidelines for the management of the University of Houston Alumni Association Foundation's (hereinafter "UHAAF") investment portfolio. The investment portfolio includes all liquid assets of UHAAF, other than those accounts used in the day to day operation of UHAAF.

UHAAF is a perpetual organization and its primary investment goal is to preserve its capacity to fund scholarships and programs now and in the future. To accomplish this, the basic investment objective is to seek a maximum total return consistent with acceptable levels of risk as measured by market volatility to generate returns to meet or exceed the distribution requirements.

The UHAAF will maintain those segregated investment funds necessary to conduct its business in accordance with the policies and aims as determined by the UHAAF Board of Directors. At a minimum, the following segregated (for accounting purposes but pooled for investment management purposes) investment funds should be maintained by UHAA:

A. UHAA Life Member Fund
B. UHAA Constituent Member Fund(s) (short-term)
C. UHAA Endowment Campaign Fund
D. UHAA General Operating Fund (short-term)
E. UHAA Scholarship Endowment and Other Endowment Funds
F. UHAA Reserve funds (short-term)

Additional investment funds may be established from time to time as determined by the Executive Committee to facilitate the affairs and business of UHAA.

Investment Goals and Objectives

The return objective of UHAAF is a total real return (inflation adjusted) of a range between 5% and 8% (net of fees) over rolling 3 to 5 year periods.

UHAAF will seek to generate returns consistent with or better than the Lipper balanced index.

At the discretion of the Investment Committee other indices may be used when considered more appropriate for a given asset class.
An acceptable level of risk shall be that of a Prudent Investor. Investment risk will be measured in terms of the standard deviation of the total portfolio. The target standard deviation of the total portfolio shall be no greater than 12%. UHAA will seek to ensure that the asset selection and allocation does not expose the portfolio to unacceptable levels of risk, and are managed to achieve the best possible returns over time.

UHAAF will notify the investment manager in a timely manner of its cash distribution requirements so that funds may be made available from the portfolio.

UHAAF will consider the guidance established by the Uniform Prudent Management of Institutional Funds Act (UPMIFA) as it relates to the investment of funds by non profit organizations.

Asset Guidelines

The investment portfolio should be limited to individual marketable securities or packaged products such as mutual funds in the following categories:

Cash and cash equivalents: Commercial paper must be rated A-1 by S&P and/or P-1 by Moody’s.

Money market mutual funds investing solely in U.S. Treasury and U.S. Agency obligations

Certificates of Deposit issued by a federally insured banking institution to the limit of FDIC insurance

U. S. Treasury Bills, Notes, or Bonds

U. S. Government agency notes where a liquid market exists for such instruments

Corporate bonds and convertible bonds possessing investment grade ratings from Moody’s, Standard and Poor’s and/or Fitch

Common and preferred stocks of publicly traded companies

Registered Mutual Funds and Exchange Traded Funds investing in and owning any of the above investment securities including mutual funds investing in REITs, commodities and natural resource companies

Alternative asset classes may be considered at the discretion of the Investment Committee. Other assets classes must consider the liquidity needs and risk tolerance of UHAA.

Prohibited Asset Classes and Securities
The investment portfolio cannot include direct investments in venture capital, short sales, private placements, margin accounts, commodity transactions, puts, calls, or other option strategies. Also prohibited are direct real estate investments. Investment in propriety investment funds are subject to advance approval by the investment committee.

Tax Based Restrictions

UHAAAF is a charitable organization under section 501(c)(3) of the Internal Revenue Code. Consequently, its income is generally exempt from federal income tax with the exception of income that constitutes unrelated business taxable income (UBTI). Investments that give rise UBTI should be avoided.

Proxy Voting

The investment manager(s) shall vote all proxies and shall provide a copy of the proxy voting policy procedures to the Investment Committee.

Asset Allocation

The investment portfolio should reflect diversification by asset class and sector. The portfolio shall have a target of 60% equities to 40% fixed and cash, with a 15% acceptable variance.

The Investment Committee will review the asset allocation at least annually and determine the need to adjust the long term asset allocation or rebalance the portfolio.

Asset Custody

The Investment Committee shall oversee the selection of a custodian for UHAAAF investments. The custodian will physically (or through agreement with a sub-custodian) maintain possession of securities owned by the Fund, collect dividend and interest payments, redeem maturing securities and effect receipt and delivery following purchases and sales. The custodian will also perform regular accounting and reporting of all assets owned, purchased, or sold, as well as movement of assets into and out of the Fund accounts.

The separation of the management of the assets from the custody of the assets is desired.

Guidelines for Selection of Investment Managers

The selection of investment manager(s) shall be made by the UHAAAF Investment Committee and presented for approval to the UHAAAF Board of Directors. The UHAAAF Investment Committee President shall be designated as UHAAAF's liaison with the selected investment manager(s). The UHAAAF Investment Committee President will work with the
investment manager(s) to ensure implementation of the investment policy. The investment manager(s) engaged to manage UHAAF's investment portfolio must:

A. possess a minimum of 10 years’ experience in money management;
B. have $100 million or more under management;
C. have a performance record for the last 5 years superior to the appropriate comparative market rate of return (net of management fees and commissions); and
D. provide monthly reports, trade tickets as generated and account status information as needed.

Guidelines for Review of Investment Managers

The investment manager(s) will provide monthly reports detailing transactions and listing assets under management. The manager(s) will provide performance reports for the quarter and trailing returns for longer periods.

UHAAF's Chief Operating Officer (COO) will review all transactions in the portfolio at least monthly. The COO will also be responsible for providing guidance to the Investment Committee in communicating the Association's needs to the selected investment manager(s). UHAAF's COO will distribute portfolio reports to the Investment Committee.

Further, the Investment Committee will be specifically charged with reviewing the performance of each selected investment manager on an on-going basis. A formal review of the performance of each investment manager shall be completed annually to ratify the appropriateness of the on-going retention of each respective investment manager or to add or replace managers.

Guidelines for Review of Investment Policy

This policy shall be reviewed by the Investment Committee and submitted as is or with any appropriate recommended modifications to the UHAA Board of Directors on an annual basis. The Investment Committee will monitor the manager's compliance with reporting requirements and the stability of personnel and the manager.

Contributed Assets

Gifts of contributed securities made to UHAAF will be sold as soon as possible in consultation with UHAAF's Investment Committee unless the asset(s) fit the parameter outlined above.
Purpose

The purpose of this statement is to provide a clear understanding of the UHAAF Reserve Fund. A special fund known as the UHAAF Reserve Fund is established to create a reserve to hedge against the risk of decreased revenues in the future. Transfers will be made annually into the reserve as recommended by the finance committee and approved by the board of directors.

Distribution

Distributions out of the UHAAF Reserve Fund require the approval of the Board of Directors.
The University of Houston Alumni Association Foundation
Board of Directors
Retention and Destruction Policy
Adopted 11/19/08

The corporate records of the University of Houston Alumni Association Foundation are important assets. Corporate records include essentially all records produced as an employee, whether paper or electronic. Records range from simple records such as memos, e-mails, and appointment records to more traditional corporate records such as employment records, board minutes, expense records, banking records and contracts.

The law requires the retention of certain types of corporate records for a specified period of time. Failure to retain those records for those minimum periods could subject UHAAF to penalties and fines, cause the loss of rights, obstruct justice, spoil potential evidence in a lawsuit, place UHAAF in contempt of court, or seriously disadvantage UHAAF in litigation.

UHAAF expects all employees to fully comply with any published records retention or destruction policies and schedules, provided that all employees should note that exceptions may occur if company records are relevant to litigation.

2. Terms for retention
a. Retain permanently:
   Governance records - Charter and amendments, Articles of Incorporation, Bylaws, other organizational documents, governing board and board committee minutes.
   Tax records - Filed state and federal tax returns/reports and supporting records, tax exemption determination letter and related correspondence, files related to tax audits.
   Intellectual property records - Copyright and trademark registrations and samples of protected works.
   Financial records - Audited financial statements, attorney contingent liability letters.
   Press Releases/Public Filings-

b. Retain for ten years:
   Pension and benefit records -- Pension (ERISA) plan participant/beneficiary records, actuarial reports, related correspondence with government agencies, and supporting records.
   Government relations records - State and federal lobbying and political contribution reports and supporting records. Retain for six years:
   Employee/employment records - Employee names, addresses, social security numbers, dates of birth, INS Form I-9, resume/application materials, job descriptions, dates of hire and termination/separation, evaluations, compensation information, promotions, transfers, disciplinary matters, time/payroll records, leave/comp time FMLA, engagement and discharge correspondence,
documentation of basis for independent contractor status (retain for all current employees and independent contractors and for three years after departure of each individual).

d. Retain for three years:
   Accounting records - Accounts payable invoices, copies of checks, bank statements/reconciliations, budgets, expense reports
   Lease, insurance, and contract/license records - Software license agreements, vendor, hotel, and service agreements, independent contractor agreements, employment agreements, consultant agreements, and all other agreements (retain during the term of the agreement and for three years after the termination, expiration, non-renewal of each agreement).
   Board and Board Committee Materials - A clean copy of all Board and Board Committee materials should be kept for no less than three years.

e. Retain for one year:
   All other electronic records, documents and files - Correspondence files, survey information.
   Electronic Mail that needs to be saved should be either printed in hard copy and saved according to the retention period of the subject matter as covered elsewhere in the policy.

3. Exceptions Exceptions to these rules and terms for retention may be granted only by the UHAA President/CEO or UHAA President of the Board.

4. Destruction Confidential records, including personal identification such as social security numbers and bank account information, should be shredded or otherwise destroyed to prevent identity theft.
The University of Houston Alumni Association Foundation
Board of Directors
A Policy Relating to Financial Transactions

It shall be the policy of the University of Houston Alumni Association Foundation Board of Directors that:

A. Any two authorized UHAAAF officers or any one authorized officer with one authorized staff member shall cosign checks in excess of $10,000.00

B. Two authorized UHAAAF staff members shall cosign checks not exceeding $10,000.00.

C. The President shall receive the unopened bank statements and shall review the statements and cancelled checks.

D. Any one authorized UHAAAF officer or the president shall have authorization to act for UHAAAF in effecting any and all financial transactions between UHAAAF accounts relative to wire transfers and the purchase, withdrawal, receipt of matured funds and interest, or roll over of certificates of deposits belonging to the Association in keeping with UHAAAF Investment Policy.

E. The SVP for Finance and Administration shall be authorized to make financial transfers to fund payroll and related fees. The President shall review and approve each detailed payroll report.

F. A monthly register of checks and payroll transfers shall be furnished to the treasurer in a timely manner.

G. Business expense reimbursement checks shall be cosigned by at least one UHAA officer, and the payee shall not be a cosigner.

Business expense reimbursement requests from University personnel must be approved by an authorized UHAA or University officer, other than the payee.

H. "Check Authorization" requests for reimbursements from constituent accounts shall be signed by an authorized constituent officer, other than the payee.

I. Prior approval shall be required from the UHAAAF Executive Committee President and the committee President for contractual commitments in excess of $10,000.00 in all cases in which the commitment had not had prior UHAAAF board approval.

J. Neither the UHAAAF President, CEO or Vice President nor any other officer as designated by the Bylaws, shall enter into or execute any contract, deed, agreement or instrument in the name of the UHAAAF that serves to bind the UHAAAF for amounts greater than $50,000 or for terms greater than one year, unless approved by the Board of Directors or the Executive Committee.
This UHAAF Whistleblower Policy (1) encourages staff and volunteers to come forward with credible information on illegal practices or serious violations of adopted policies of the Association; (2) specifies that the Association will protect the person from retaliation; and (3) identifies where such information can be reported.

1. **Encouragement of reporting.** The Association encourages complaints, reports or inquiries about illegal practices or serious violations of the Association's policies, including illegal or improper conduct by the Association itself, by its leadership, or by others on its behalf. Appropriate subjects to raise under this policy would include financial improprieties, accounting or audit matters, ethical violations, or other similar illegal or improper practices or policies. Other subjects on which the Association has existing complaint mechanisms should be addressed under those mechanisms, such as raising matters of alleged discrimination or harassment via the Association's human resources channels, unless those channels are themselves implicated in the wrongdoing. This policy is not intended to provide a means of appeal from outcomes in those other mechanisms.

2. **Protection from retaliation** The Association prohibits retaliation by or on behalf of the Association against staff or volunteers for making good faith complaints, reports or inquiries under this policy or for participating in a review or investigation under this policy. This protection extends to those whose allegations are made in good faith but prove to be mistaken. The Association reserves the right to discipline persons who make bad faith, knowingly false, or vexatious complaints, reports or inquiries or who otherwise abuse this policy.

3. **Where to report.** Complaints, reports or inquiries may be made under this policy on a confidential or anonymous basis. They should describe in detail the specific facts demonstrating the bases for the complaints, reports or inquiries. They should be directed to the Association's President/CEO or the President of the Board of Directors; if both of those persons are implicated in the complaint, report or inquiry, it should be directed to the President-Elect of the Board of Directors. The Association will conduct a prompt, discreet, and objective review or investigation. Staff or volunteers must recognize that the Association may be unable to fully evaluate a vague or general complaint, report or inquiry that is made anonymously.