

**AMENDED AND RESTATED BYLAWS OF
THE UNIVERSITY OF HOUSTON
ALUMNI ASSOCIATION FOUNDATION**

RECITALS

WHEREAS, effective _____, the University of Houston Alumni Association Foundation (as renamed on August 22, 2014), pursuant to those original Articles of Incorporation of the Ex-Students Association of the University of Houston filed in the Office of the Secretary of State of Texas on July 26, 1940, as amended from time to time, most recently on December 12, 2008, desires to amend and restate its bylaws in these Amended and Restated Bylaws of the University of Houston Alumni Association Foundation (the “Bylaws”); and

WHEREAS, the Bylaws shall supersede and replace the existing bylaws that were most recently amended and restated on April 21, 2017, and all preceding amendments and restatements in their entirety as follows;

BE IT RESOLVED, the University of Houston Alumni Association Foundation hereby adopts the following provisions as its governing bylaws.

ARTICLE I

NAME

The corporate name of this association is The University of Houston Alumni Association Foundation, and hereinafter referred in this document as the “UHAAF.”

ARTICLE II

OFFICES

Section 1. The principle office of the UHAAF in the State of Texas shall be located in the City of Houston, County of Harris. The UHAAF 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 UHAAF may require from time to time.

Section 2. The UHAAF shall have and continuously maintain in the State of Texas a registered agent as required by Texas law and/or Chapter 22 of the Texas Business Organizations Code, or successor statute (the “Texas Non-Profit Corporation Act”). The registered agent’s office may be, but need not be identical with the principal office in the State of Texas, and the address of the registered agent’s office may be changed from time to time by the Board of Directors.

Section 3. The Registered Agent for UHAAF is Capitol Corporate Services, Inc. located at P.O. Box 1831, Austin, Texas 78767, or any other service in the business of serving as a registered agent that is approved by the UHAAF Board of Directors.

ARTICLE III

PURPOSE

UHAAF is a private support group organized as a non-profit corporation under the laws of the State of Texas to engage in charitable, educational, and support activities within the meaning of Section 501(c)(3) of the Internal Revenue Code, including for such purposes as the advancement and general welfare of the alumni, educational programs and objectives of the University of Houston with its main offices located at 4800 Calhoun, Houston, Texas 77004 (the “University”), to include, for such purposes, the making of distributions to the University, its constituent alumni

associations, 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).

ARTICLE IV

MISSION, VISION STATEMENT, AND CORE VALUES

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

More specific objectives shall be:

- A. To encourage alumni to assist in providing adequate support for the University, constituent alumni associations and all alumni activities; and
- B. To do for the University that which it cannot do for itself.

Section 2. The vision statement of the UHAAF is as follows: The UHAAF is a global community of alumni and friends committed to sharing pride in the growth and support of the University 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 of a degree program, certificate program, who are awarded an honorary degree, or former students of the University that have acquired thirty (30) hours or more of classroom credit at the University are considered alumni of the University.

Section 2. There shall be two (2) classes of Members consisting of Members and Life 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. Financial contribution thresholds for Life Membership can be changed from time to time based on a majority vote by the UHAAF's Board of Directors.

Section 4. The UHAAF Board of Directors may confer honorary Life Membership, without the payment of a fee, on any individual who has been an outstanding student or rendered exceptional service to the University or to the UHAAF. Honorary Life Members shall be those persons who 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 offered to all Life Members.

Section 5. Life Memberships are not transferable or assignable.

ARTICLE VI

CONSTITUENT ALUMNI ASSOCIATIONS

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

Section 2. A group of alumni may express interest in forming a new Constituent Alumni Association. Expression of interest is shown by contacting the Alumni Relations Office. A member of the Alumni relations team will determine viability of the group based on the number of alumni that would align, could potentially be engaged and to ensure that a similar group does not already exist. The details regarding the establishment and governance of Constituent Alumni Associations is provided below and in the Constituent Relationship Policy issued and approved by the UHAAF.

Section 3. Any petitioners for a Constituent Alumni Association shall submit an application on forms provided by the Alumni Relations Office, and conduct an event or gathering that demonstrates interest. At least thirty (30) alumni must respond or attend the gathering. The petitioner's file containing evidence of the event and proposed by-laws will be submitted to the Alumni Relations Office, which will submit the vetted petitioner's file to the Constituent Relations Committee for review in accordance with the Constituent Relationship Policy of the UHAAF.

- a. The Board of Directors may institute a new Constituent Alumni Association of the UHAAF by a 2/3 majority vote of Board members present, participating by phone, and/or voting by proxy, assuming there is a quorum.
- b. Any subsequent amendments to the Constituent Alumni Association's bylaws may be subject to the UHAAF's annual review process of bylaws and reviewed to ensure that its bylaws align with the university's strategy.

Section 4. Upon approval by the Board of Directors of the UHAAF, 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 UHAAF.

Section 5. Each Constituent Alumni Association is responsible for the financing of its own functions and shall have the flexibility to design suitable and appropriate procedures for its officers and members, so long as they are not inconsistent with the UHAAF Bylaws or its Constituent Relationship Policy

Section 6. The administrative year and the fiscal year of all Constituent Alumni Associations, shall coincide with that of the UHAAF.

Section 7. Any Constituent Alumni Association legally constituted at the adoption of these Bylaws shall continue to be recognized as the only representative of the specified college, school or department, special interest group or geographic area that it has represented previously. If a department or school within a college requests to form a Constituent Alumni Association, they will be directed to form as a subsidiary of the approved Constituent Alumni Association. The chair of any subsidiary group shall be on the Executive Committee of the approved Constituent Alumni Association.

Section 8. A Constituent Alumni Association may be recognized in any area or place of employment if there are at least thirty (30) alumni present at such employer. A Constituent Alumni Association will be recognized by the Board of Directors of the UHAAF without any explicit or implied obligations or liability on the part of the UHAAF.

Section 9. The Board of Directors of the UHAAF may cease to recognize a Constituent Alumni Association, at any time, when it is in the best interest of the UHAAF, 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. Such a vote is deemed necessary following a recommendation to that effect by the President of the UHAAF Board of Directors. Such action is also deemed necessary following a recommendation to that effect by the Dean of any such college, school or department that has a Constituent Alumni Association.

ARTICLE VII

BOARD OF DIRECTORS

Section 1. The business, property and affairs of the UHAAF 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 UHAAF, 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 Board of Directors of the UHAAF shall consist of no fewer than fifteen (15) and not more than twenty (20) active members elected at-large, and the Immediate Past President who shall serve as the Immediate Past President until his or her successor shall qualify. The University of Houston Vice President for Advancement, the Associate Vice President for Alumni Relations, and the President of the President's Council shall be *ex-officio* members, not included in the twenty (20) active members. At the option of the Board of Directors of the UHAAF, up to two (2) additional young alumni (alumni that qualify under this Article and are subject to all requirements of these Bylaws that have graduated from the University in the last five (5) years) may be appointed by majority vote of the Board of Directors as *ex-officio* members for a term not to exceed one (1) year, and may only serve a maximum of three such one year terms. Young alumni *ex-officio* members of the Board of Directors can be removed for any reason at any time by a majority vote of the Board of Directors.

- a. The Directors shall be elected in accordance with Article XI, Nominations and Elections, and shall serve a three (3) year term. 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. No Board Member shall serve more than two (2) consecutive three (3) year terms, except for as provided in Article VII, Section 2(b) below, and as limited in Article VII, Section 8. To be eligible to serve as a Director, any candidate must be an alumni of the University in good standing.
- 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 UHAAF 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. Members of the Board of Directors are asked to become Life Members 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 annually.

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 outside 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 by teleconference if feasible. The current Directors shall designate the time and place to hold a regular or special meeting for the purpose of ratifying the slate of new Board Members prior to the beginning of September 1 of each year. This meeting shall be held as reasonably practicable after the annual ratification of Executive Committee Members. The Nominating Committee shall put forth a slate of new Board Members.

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 find any place, either within or outside 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 can only be called at least five (5) days previously thereto by written notice delivered personally or sent by certified mail return receipt requested, or by e-mail to each Director at the address, phone number, or by e-mail address provided to the UHAAF. If sent by certified mail, 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. 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 otherwise 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 without further notice. Any items or measures to be voted on must be included on the agenda which is distributed in advance of a board meeting.

Section 7. The act of a majority of the Directors present at a meeting where a quorum is present shall be the act of the Board of Directors, unless the law or these Bylaws require more than a majority.

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, even if 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 has been elected or qualified. A Director elected to fill a vacancy may only serve one (1) additional three (3) year term in accordance with this Article VII.

Section 9. Directors shall not receive 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 conduct unbecoming of a Board Member that does not align with the strategic direction of the University at any meeting, special or regular, if notice of intention of the purpose of removing the Director is one of the stated purposes for calling the meeting. The vote for removal shall be by a two-thirds (2/3) vote of the members of the Board of Directors present and voting. A Director may vote by proxy if he/she has given the President and Secretary of the Board of Directors their vote by proxy in writing at least one day in advance of such meeting. 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 meetings in a fiscal year unless he or she has notified the Secretary in advance that he or she will be absent for reasonable explanation. The determination of the Board of Directors as to what constitutes reasonable explanation shall be final.

Section 12. Each Director is entitled to only one (1) vote and must be present at the meeting to exercise his or her vote, or each Director may vote by proxy if such vote is provided to the President and Secretary of the Board of Directors in writing at least one day in advance of such meeting. 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 or ex-officio

members 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 or procedures as may be deemed expedient or proper.

ARTICLE VIII *OFFICERS*

Section 1. The officers of the UHAAF shall be a President, a President-Elect, Treasurer, Secretary, 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 UHAAF, except the Immediate Past President, shall be nominated by the Executive Committee of the Board of Directors and will be advanced on a slate of new officers to the full Board of Directors for ratification and approval. The officers will serve a term of one year 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 Immediate Past President; similarly the President Elect shall become the President. To be eligible as an Officer, any candidate must be an alumni of the University in good standing.

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

Section 4. Any officer ratified by the Board of Directors may be removed for any reason by a 2/3 vote of the Board of Directors, but shall remain a Director unless removed as provided for in Article VII, Section 11.

Section 5. A vacancy in the office of President shall be filled by the President-Elect. A vacancy in the office of President-Elect may be filled by the Executive Committee, and the duties of that officer shall be assumed by a member of the Board of Directors as assigned by the 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 UHAAF who consents to serve shall fill this vacancy. Appointments to other vacancies among the officers shall be made by the Executive Committee 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 UHAAF and shall in general supervise and control all of the business and affairs of the UHAAF. He or she shall preside at all meetings of the members, the Executive Committee, and of the Board of Directors. He or she may sign, with the Secretary or any other proper officer of the UHAAF 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 UHAAF; 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 of 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. The Associate Vice President of Alumni Relations (AVP Alumni Relations) serves as chief executive officer and shall have responsibility for the operation and administration of the Alumni Relations office programs,

and staff. The AVP Alumni Relations shall serve as an *ex-officio* member of the UHAAF and shall have powers, with prior consent, 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 AVP Alumni Relations 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.

ARTICLE IX

ALUMNI PRESIDENTS' COUNCIL

Section 1. The Alumni Presidents Council (hereinafter referred to as the “Presidents’ Council” or “Council”) shall be composed of a broad and diverse representation of members reflective of the interests and concerns of the UHAAF’s constituencies as they relate to the UHAAF’s mission, goals, and activities. The Presidents’ Council is an important means of providing communication and sharing ideas. As such, Council members shall stay informed of UHAAF and University issues and shall promote the UHAAF and its activities to its constituencies. Members of the Council form an advisory board for the UHAAF and are responsible for making sure that their respective Constituent Alumni Associations are in compliance with all of the UHAAF’s bylaws and policies.

Section 2. The Council shall be composed of all presidents of chartered UHAAF Constituent Alumni Associations with approved Bylaws on file with the UHAAF that are in compliance with all UHAAF Bylaws and policies. The presidents must have been 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 remuneration for their services and must complete the same conflict of interest statement that is required by the UHAAF Board of Directors, as outlined in the UHAAF Board policies.

Section 6. The Council shall hold at least two (2) 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 (1) meeting in each administrative year, unless excused by the President of the Council for reasonable explanation, shall have relinquished his or her position, which will be filled by a member appointed by the President of the Council. 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 UHAAF Board of Directors or by a minimum of ten (10) percent of Council members in good standing.

- d. Each Constituent Alumni Association may cast one (1) vote per group either by the President or their delegate.

Section 7. The Council shall nominate one of its members, or one of its past-members, to serve as a non-voting *ex-officio* member on the UHAAF Board of Directors, serving a one (1) year term. This Board position will serve as the President of the Presidents' Council. A Presidents' Council member elected to fill a vacancy shall be elected for the un-expired term of his or her predecessor in office shall serve until his or her successor shall have been elected or qualified. A vacancy in the President of the Presidents' Council position may be filled by election by a majority of the remaining Presidents' Council members at a regular or special meeting called for that purpose.

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

ARTICLE X *COMMITTEES*

Section 1. The President of the UHAAF 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 Chair of each committee may be appointed by the President of the UHAAF 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 UHAAF or the Board of Directors or the policies of the UHAAF.

Section 3. Each committee shall meet as necessary and at least twice (2) 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 will 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 UHAAF 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 governance not inconsistent with these Bylaws or with rules and policies adopted by the Board of Directors.

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. In certain instances, non-Board members may serve on committees for a specifically stated purpose.

Section 8. Each Director shall serve on a minimum of at least one (1) committee of the UHAAF, and preferably two (2). 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 (3) officers of the UHAAF. 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 Chair of the Nominating Committee, and three (3) active alumni members, one of whom shall be the President of the Presidents' Council who serves as a non-voting *ex-officio* Board member. The Nominating Committee shall prepare a slate of Directors and make a report thereof to the Board not later than August 31 of each year. The Chair of the Nominating Committee may invite other members of the Council to participate in and attend meetings of the Nominating Committee. The Nominating Committee shall make an effort to ensure representation of the colleges, schools and departments and the diversity found in the alumni population of the University along with identified special skills.

Section 2. Additional nominations in accordance with these Bylaws may be filed with the AVP for Alumni Relations not later than May 31 of each year.

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. The Executive Committee shall determine if a second three (3) year term should be awarded to current Board members after the Chair or the Nominating Committee discusses with each Board member their interest in serving another three (3) year term, if eligible.

Section 5. Any nominee shall be elected to the Board by a majority vote of the Board at a meeting where a quorum exists.

ARTICLE XII

CONTRACTS, CHECKS, DEPOSITIONS, AND FUNDS

Section 1. The Board of Directors may authorize in writing any Officer or Officers' agent or agents of the UHAAF, 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 UHAAF, and such authority may be general or confined to specific instances. All such authorizations shall be issued in accordance with all applicable UHAAF policies.

Section 2. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the UHAAF shall be signed by such officer or officers, agent or agents of the UHAAF 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 UHAAF.

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

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

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 UHAAF 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 UHAAF. An annual audit is to be completed by December 31 of each year and conducted by an independent accounting firm that is engaged by the UHAAF Audit Chair.

ARTICLE XIV

SEAL

The Board of Directors shall provide a corporate seal, which shall contain the words THE UNIVERSITY OF HOUSTON ALUMNI ASSOCIATION FOUNDATION.

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 for UHAAF, or by the Bylaws of the UHAAF, a waiver thereof in writing signed by the 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 UHAAF, voluntary or otherwise, any monies, securities, or properties of whatsoever nature or kind remaining after the discharge of all indebtedness of the UHAAF shall be distributed to and inure to the benefit of the University.

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 ten (10) business 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 the 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 vote of two thirds (2/3) of the Directors at a regular meeting or special meeting called for such purpose provided that proper notice has been given.

ARTICLE XX
INDEMNIFICATION

Section 1. Subject to the provisions of section 3 below, the UHAAF shall INDEMNIFY, DEFEND, AND HOLD HARMLESS any person who is or was a party to or is or was threatened to be made a party to any threatened, pending, or completed action, suit, arbitration or other legal proceeding, whether civil, criminal, administrative, or investigative by reason of the fact that such person is or was a Director or Officer of the UHAAF against expenses, judgments, awards, fines, penalties, and reasonable amounts actually paid in settlement by such person (with the prior written consent of the UHAAF) acting through its Board of Directors by a two-thirds (2/3) vote and the concurrence of counsel which the UHAAF shall have retained to defend such person, as hereinafter provided) in connection with such action, suit, arbitration, or legal proceeding. UHAAF's obligation to indemnify, defend and hold harmless, as stated herein, does not extend or apply to matters where: (i) it is adjudged by any court, judge or other legal authority in any such suit, action, or legal proceeding that such person has been found guilty of the commission of a crime with the understanding that the termination of any action, suit, or legal proceeding, by settlement, 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 has committed a crime; (ii) it is adjudged by any court, judge, panel or other legal authority in any such suit, action, or legal proceeding that such person is liable to the UHAAF for by breaching or violating his or her duties or obligations to the UHAAF, or other criminal or civil wrongdoing against the UHAAF, with the understanding that the termination of any action, suit, arbitration, or legal proceeding by settlement shall not, of itself, create a presumption or be deemed an adjudication that such person is in fact liable to the UHAAF; and/or (iii) it is adjudged by any court, judge, panel or other legal authority in any such suit, action, or legal proceeding that such person has committed fraud, misrepresentation, or engaged in other willful and intentional misconduct in the performance of his or her duties, with the understanding that the termination of any action, suit, arbitration, or legal proceeding by settlement shall not, of itself, create a presumption or be deemed an adjudication that such person has committed fraud, misrepresentation, or engaged in other willful and intentional misconduct.

Section 2. Any such person that is eligible for indemnity or defense under this Article XX that is seeking indemnity or defense from the UHAAF shall give the UHAAF prompt written notice of the threatening and/or commencement (as appropriate) of any such action, suit, arbitration or legal proceeding. Upon notice from any such person that there is threatened or has commenced any such action, suit, arbitration or legal proceeding, the UHAAF, or its insurer as applicable: (a) shall defend such person through competent and qualified counsel selected by and paid for by the UHAAF (with approval from the person that shall not be unreasonably withheld), which counsel shall assume control of the defense; and (b) shall reimburse such person for any reasonable and necessary costs and expenses encompassed by the foregoing indemnity and defense in advance of the final disposition of any such action, suit, arbitration, or legal proceeding, provided that the person shall agree in writing to promptly reimburse the UHAAF for all amounts so reimbursed if a court of competent jurisdiction or other legal authority, finally determines that such indemnified person has been found guilty of the commission of crime, is liable to the UHAAF by reason of the fact that such person breaching or violating his or her duties or obligations to the UHAAF, or has committed fraud, misrepresentation, or engaged in other willful and intentional misconduct in the performance of his or her duties as specified above in Section 1 of this Article. 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 or defense by the UHAAF.

Section 3. All tenders of indemnity made in accordance with this Article shall be promptly submitted as claims on any applicable insurance policies held by the UHAAF. Any indemnity and defense obligation provided under this Article shall first be funded with any applicable insurance coverage available to the UHAAF. Funding of any indemnity or defense obligation under this Article is not permitted until all available and applicable insurance coverage is exhausted.