



**BYLAWS OF THE TEMPLE UNIVERSITY
ALUMNI ASSOCIATION, INC.**

TUAA Founded: November 6, 1927
TUAA Incorporated: February 3, 1997
Bylaws Revised and Adopted: August 20, 2024

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I. NAME OF THE ORGANIZATION

The name of the Organization shall be Temple University Alumni Association, Inc. (the “TUAA”).

II. GOVERNANCE AND PURPOSE

A. Governance

1. The TUAA shall be governed by the Executive Committee and the Parliament as set forth in these Bylaws.

2. The TUAA is incorporated under the Pennsylvania Nonprofit Corporation Law of 1988, as amended (“PaNPCL”). All references to the PaNPCL in these Bylaws shall include the corresponding provisions of any subsequent nonprofit corporation law of the Commonwealth of Pennsylvania. The TUAA does not contemplate pecuniary gain or profit, incidental or otherwise. The TUAA was incorporated exclusively for charitable, religious, scientific, literary, and educational purposes within the purview of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any subsequent tax laws of the United States (the “Code”).

B. Purpose

Without limiting the generality of the foregoing, the purposes of the TUAA shall be:

1. To promote the interests of Temple University’s alumni. The TUAA is dedicated to strengthening and enhancing all relationships among alumni, faculty, administration, students, and governing bodies of Temple University (the “University”).

2. To do all things that may be necessary, appropriate, or convenient to the achievement of the foregoing purposes and that may lawfully be done by a nonprofit corporation under the laws of the Commonwealth of Pennsylvania and that are not otherwise prohibited by its Articles of Incorporation or these Bylaws.

III. STATEMENT OF DIVERSITY

The TUAA is committed to representing and supporting the diversity of its membership. The policies of the TUAA, including the process for selecting its leadership, shall embrace, foster, and encourage the principles of diversity, inclusion, and non-discrimination.

IV. THE TUAA OFFICERS AND EXECUTIVE DIRECTOR

A. Listing of TUAA Officers

1. President

2. Vice President of Operations
3. Vice President of External Affairs
4. Treasurer
5. Secretary
6. Immediate Past President of the TUAA
7. Counsel

B. Duties of the TUAA Officers

1. President

The President shall be the TUAA's highest elected officer and shall be a member of the Executive Committee. The President shall preside over meetings of the Executive Committee and the Parliament and shall appoint Standing Committee Chairs, Task Forces, and Counsel. The President shall have all general powers and duties incident to such office and shall conduct and have general supervision of the affairs of the TUAA subject to the approval of the Executive Committee. The President is an ex officio member of all TUAA Committees and Task Forces.

The President, along with the Executive Director of the TUAA ("Executive Director"), shall serve as the spokesperson for the TUAA and will be its primary point of contact for the University's administration. Unless the Executive Committee expressly decides to the contrary, the President, along with the Executive Director, shall comment on behalf of the TUAA on matters of policy to the University, the media, and the general University community.

To the extent permitted by the Board of Trustees of Temple University ("Board of Trustees"), the President shall simultaneously serve as a University Trustee during their term as President.

The President shall have the sole discretion to appoint up to two (2) TUAA members in good standing to serve as Counsel.

2. Vice President of Operations

The Vice President of Operations shall be a member of the Executive Committee and manage all matters related to the internal structure of the TUAA as directed by the President. This includes, but is not limited to, assisting Committees and Task Forces in meeting their objectives, overseeing operations, and dealing with matters related to the general governance of the TUAA. The Vice President of Operations shall also carry out any projects assigned to them by the President. The Vice President of Operations is an ex officio member of all TUAA Committees and Task Forces. In the absence of the President, the Vice President of Operations shall perform the duties of the President (other than serving on the Board of Trustees, unless otherwise approved by the Board of Trustees).

3. Vice President of External Affairs

The Vice President of External Affairs shall be a member of the Executive Committee and promote the

TUAA with external organizations including, but not limited to, the schools and colleges, community, athletics, faculty, students, and other organizations that may be of assistance to the mission of the TUAA as directed by the President. The Vice President of External Affairs shall also carry out any projects assigned to them by the President. The Vice President of External Affairs is an ex officio member of all TUAA Committees and Task Forces. In the absence of the President and Vice President of Operations, the Vice President of External Affairs shall perform the duties of the President (other than serving on the Board of Trustees, unless otherwise approved by the Board of Trustees).

4. Treasurer

The Treasurer shall be a member of the Executive Committee and coordinate with the TUAA staff to collect and disburse the funds of the TUAA. The Treasurer shall oversee the disbursement of funds from the TUAA along with the Executive Director. The Treasurer shall report the financial condition of the TUAA and all TUAA account transactions to the President, Executive Committee, and Parliament at regular meetings or as otherwise requested. The Treasurer shall chair the Budget, Finance, and Investments Committee and oversee the Budget, Finance, and Investments Committee's preparation of an annual budget for the TUAA.

Disbursements and vouchers must be approved by the Executive Director and/or the University's financial manager in compliance with the University's procedures. Upon the requisite approvals, checks/disbursements shall be signed by the Treasurer or, if the Treasurer is unavailable, the Secretary, or by the Executive Director as determined by the Executive Director. No person shall approve a payment for which that person is the recipient of the funds.

5. Secretary

The Secretary shall be a member of the Executive Committee and act as secretary at meetings of the Parliament, the Executive Committee, and Officers. The Secretary, with the assistance of the TUAA staff, shall prepare minutes of the TUAA meetings and transmit the minutes to the appropriate parties as required by the President. In addition, the Secretary is responsible for assisting with sending timely Officer and Executive Committee communications and assisting as needed with promoting TUAA and University events and programs.

6. Immediate Past President of TUAA

The Immediate Past President shall be a member of the Executive Committee and provide historical guidance and context to the Officers of the TUAA. The Immediate Past President shall fulfill any other duties designated to them by the President. The Immediate Past President of the TUAA shall be a non-voting member of the Executive Committee.

7. Counsel

The President may appoint up to two (2) TUAA members in good standing as Counsel. Counsel shall be non-voting members of the Executive Committee. Counsel shall have the responsibility to provide advice to the Officers and Executive Committee concerning the governance and procedures of the TUAA and shall fulfill any other duties designated to them by the President.

C. Executive Director

The Executive Director shall be appointed by the University and shall be the highest-ranking professional staff member of the Executive Committee. The Executive Director shall be a non-voting member of the Executive Committee and Parliament.

The Executive Director shall act as a liaison between the TUAA and the University and shall assume any additional duties as may be assigned by the University.

The Executive Director is an ex officio member of all Committees. In the event of a vacancy in the position of Executive Director, the Vice President of Institutional Advancement of the University (or the equivalent) or their designee will serve as Executive Director until the University fills the Executive Director position.

V. THE TUAA EXECUTIVE COMMITTEE

A. Powers and Authority

1. The general business and affairs of the TUAA shall be managed by the Executive Committee. The Executive Committee shall have the authority to exercise all powers of the TUAA and perform all lawful acts not prescribed by statute, the Articles of Incorporation, these Bylaws, or the policies set by the Parliament.

2. Prior to the close of each fiscal year, the Executive Committee shall approve the TUAA's budget for the upcoming fiscal year, which shall be prepared by the Budget, Finance, and Investments Committee under the supervision of the Treasurer pursuant to Section IV(B)(4) of these Bylaws.

3. The President shall chair the Executive Committee.

4. In the event a matter arises for which the Executive Committee cannot reasonably convene in a timely fashion, the President, after consultation with as many members of the Executive Committee as reasonably possible, may act on behalf of the Executive Committee to take actions that are necessary for the well-being of the TUAA until the Executive Committee can convene.

B. Composition

The Executive Committee shall consist of the following positions.

1. President
2. Vice President of Operations
3. Vice President of External Affairs
4. Treasurer
5. Secretary

6. Immediate Past President of the TUAA (non-voting)
7. Counsel (non-voting)
8. Ten (10) at-large members of Parliament
9. Chairs of each of the Standing Committees
10. Executive Director (non-voting)

C. Quorum

At all meetings the presence in person (including by electronic means such as a telephone or other verifiable electronic means as determined by the Executive Director) of ten (10) members of the Executive Committee shall be necessary and sufficient to constitute a quorum unless a greater number is required by statute or the Articles of Incorporation. The members present at such meeting (in person or by telephone or verifiable electronic means as determined by the Executive Director) may continue to do business until adjournment, notwithstanding the withdrawal of enough members of the Executive Committee to leave less than a quorum.

VI. THE TUAA PARLIAMENT

A. Powers and Authority

The Parliament shall set the policy and direction of the TUAA, consistent with these Bylaws. The Parliament shall provide a forum for a diverse representation of the University's alumni to meet, plan, exchange information, and implement ideas for the betterment of the TUAA.

B. Composition

The TUAA Parliament shall consist of the following positions ("Members").

1. All members of the Executive Committee
2. President or designee of each of the TUAA-recognized Temple University College/School Alumni Associations
3. Designated representative from each TUAA-appointed Regional Network
4. President or designated representative from each TUAA-approved Affinity Group and Society
5. President or designated representative from the Temple Student Government ("TSG")
6. TSG Vice President of External Affairs or its designated representative

7. Main Campus Program Board President or its designated representative
8. Ten (10) at-large members
9. President of the Temple University Owl Club (“Owl Club”) Executive Board or its designated representative
10. Up to three (3) representatives of the University faculty, as selected and appointed by the University’s Provost
11. Any group granted membership under Section VI.E.

C. Responsibilities

1. Attend Parliament meetings to discuss and participate in programs of interest to attendees.
2. Vote on the standards for applications to be a member of Parliament based on the recommendations of the Vice President of Operations and TUAA staff liaison for such matters as authorization of new members to Parliament, Regional Network Representatives, and Affinity Groups and Societies.
3. Review the annual budget of the TUAA approved by the Executive Committee.
4. Provide feedback to the Executive Committee and Office of Alumni Relations to help provide quality programming and events for alumni.
5. Ensure that the TUAA implements, adjusts, and updates its strategic plan as necessary.
6. Support the Committees and Task Forces as requested by the President.
7. All other matters presented to the Parliament by the President or their designee.

For purposes of this section, “attend” shall mean either in-person, where practicable, or by phone call, video connection, or any other form of technology with similar real-time application.

D. Meetings and Voting

1. All regular meetings of the Parliament shall be held in person or by phone call, video connection, or any other form of technology made available by the TUAA that allows for the Parliament member to have full participation. The Executive Committee shall be responsible for planning and implementing the agenda for the Parliament’s meetings, which includes raising matters, if any, to be voted on by the Parliament.

2. Regular meetings of the Parliament shall occur at least twice annually at a time and location to be determined by the Executive Committee.

3. Special meetings of the Parliament may be called by the President or on the written request of at least ten (10) members of the Executive Committee. Such meetings will be held at a time and place designated by either the President or the members of the Executive Committee who called the meeting, so long as such is within Philadelphia, Pennsylvania. Special meetings of the Parliament may be conducted in person or by phone call, video connection, or any other form of technology that allows for the Parliament member to have full participation.

4. All meetings of the Parliament shall have minutes and will be approved by the Parliament at its next meeting. All members of the Parliament shall receive a copy of the minutes.

5. The Parliament shall be chaired by the President or the President's designee.

6. It is the preference of the TUAA that matters first be decided by consensus. In the absence of a consensus, each member of the Parliament shall have the right to vote on any matter that comes before the Parliament. Each member of Parliament shall have one vote. A majority of the Parliament's votes is required for any matter to be decided. Unless otherwise provided in these Bylaws, a "majority" for voting purposes means a majority of the members in attendance at a meeting, not a majority of the total members of the Parliament.

7. Votes on matters may be taken in person, by phone call, video connection, email, or any other form of technology, to the fullest extent permitted by law.

8. A quorum of any meeting of the Parliament shall consist of one third (1/3) of the members of the voting entitled Parliament in attendance either in-person or by phone call, video connection, or any other form of technology with similar real-time application made available by the TUAA.

E. Membership

The members of Parliament shall consist of the members described in Section VI(B) of these Bylaws.

Any group not already recognized by the Parliament under these Bylaws and seeking a seat in the Parliament shall apply for membership under the procedures set by Vice President of Operations and TUAA staff liaison from time to time. The Parliament shall periodically review these procedures and affirmatively vote to continue to use the then current procedures.

The Parliament's decision on whether to grant admission shall be final and binding. Any group denied admission to the Parliament may reapply after twelve (12) months from the date of denial.

Membership in the Parliament pursuant to these Bylaws shall be limited to members in good standing of the TUAA, along with any duly appointed University faculty who is in good standing with the University.

F. Committees

1. The work of the Parliament is to be fulfilled through Committees as determined by the President.

The President may appoint any member of the TUAA to a Committee or any person that is not a member of the TUAA that the President deems to be useful for the purpose of the Committee, but such person shall not have voting rights in Parliament.

2. The chair of any Committee must be a member of the Parliament.
3. All Committees must develop a mission statement and goals and objectives, reviewing them at least once per fiscal year for accuracy. These developments and updates must be reported to the Vice President of Operations at their request. Each Committee shall identify the TUAA members responsible for effectively carrying out the mission of the Committee.
4. Committees will issue a report on their activities as requested by the President or Vice President of Operations. The President or Vice President of Operations shall determine the form and timing of such reports. The Executive Committee shall decide whether to publish these reports to the full Parliament or other members of the University community.
5. Each fiscal year, the President shall name Committee chairs no later than the first Parliament meeting of the fiscal year or as soon as practical..

G. Standing Committees

The following shall be the Standing Committees of the TUAA.

1. Awards and Grants
2. Budget, Finance, and Investments
3. Schools and Colleges

Additional Standing Committees of the TUAA may be activated by request of the President. These include but are not limited to.

1. Alumni Center
2. Development
3. Alumni Engagement (including Student, Young Alumni, and Affinity)

H. Designated Chairs of Standing Committees

The Standing Committees shall be chaired as follows.

1. Awards and Grants shall be chaired by the Vice President of External Affairs.
2. Budget, Finance, and Investments shall be chaired by the Treasurer.
3. Schools and Colleges shall be chaired by a sitting School and College alumni association President upon appointment by the TUAA President. The President of the TUAA may also appoint a Co-Chair.

The President shall appoint chairs to all other Committees and has the power to remove any chair not fulfilling their duties. If a chair is removed by the President, the President has the power to appoint a replacement chair to serve until the term of the original chair expires.

I. Non-Standing Committees and Task Forces

The President or Executive Committee may create, modify, or abolish any non-standing Committee or Task Force. A non-standing Committee or Task Force may exist for no longer than twelve (12) months unless the President extends the duration of its existence.

The Secretary shall keep a list of all non-standing Committees and Task Forces, their members, and their designated dates of existence. Non-Standing Committee and Task Force chairs are not required to be members of the Parliament.

At least once per year, the Secretary will either create a report detailing the existence of all non-standing Committees and Task Forces or designate the responsibility to each chair of a standing Committee or Task Force to report this information to the Vice President of Operations.

J. Non-Standing Committee and Task Force Members

The TUAA shall make all reasonable efforts to fill Committees and Task Forces with dedicated and diverse members of the TUAA in good standing.

The chair of any Committee or Task Force, in consultation with the Vice President of Operations, may appoint TUAA members in good standing to the Committee or Task Force. These TUAA members are not required to be members of the Parliament.

K. Operations

Each Committee, in consultation with the TUAA staff and the Vice President of Operations, shall develop a mission statement to effectuate its purpose. Such mission statement shall be maintained by the Secretary. The respective Committee chair and/or the Secretary shall distribute a copy of the mission statement to each new member of the Committee. Each Committee shall review its mission statement at least once every year. All Committee mission statements and duties are subject to the approval of the Executive Committee.

Each Committee and Task Force shall provide a report of its activities as requested by the Vice President of Operations or President.

VII. TERMS OF OFFICE AND NOMINATIONS

A. Nomination Committee

There shall be a Nomination Committee consisting of the President, Immediate Past President, Executive Director, two (2) at-large members of Parliament appointed by the President, and two (2) members of Parliament, self-nominated and elected by Parliament via an open election process as established by the Executive Director.

No member of the Nomination Committee may be slated by the Nomination Committee as an Officer or nominated as an at-large member unless that person has resigned from the Nomination Committee prior to the determination of the slate by the Nomination Committee.

B. Nominations

1. Calls for Nominations and Applications. Calls for nominations for the offices of President, Vice President of Operations, Vice President of External Affairs, Treasurer, Secretary, and at-large members of Parliament will be open to all alumni and posted widely via electronic and/or other communications.

2. Members of the TUAA in good standing may self-nominate by providing a statement of interest and information regarding their experience and skills.

3. Nominations of at-Large members of the Executive Committee. The Nominating Committee shall review all nominations of at-large members of the Executive Committee. The Nominating Committee will prepare a slate of not more than twenty (20) at-large nominees to be presented to Parliament for the ten (10) at-large positions at least two (2) weeks prior to voting. At-large members applying for a second term must reapply for the at-large position and must be vetted among the total pool of at-large applicants.

4. Officer Nominations. For the positions of President, Vice President of Operations, Vice President of External Affairs, Treasurer, and Secretary, the Nominating Committee shall review all nominations and prepare a slate of one (1) nominee for each Officer position, which the Nominating Committee will provide to the Executive Committee for approval at least two (2) weeks prior to voting. If a slate is not approved by the Executive Committee, then the Nominating Committee shall promptly reconvene to prepare a revised slate to present to the Executive Committee and shall do so within ten (10) days of the denial of a slate by the Executive Committee.

C. Elections of at-Large Members and Officers

1. All elections must be completed by no later than the close of the University's fiscal year.
2. Votes shall be cast by members of Parliament.
3. The ten (10) at-large nominees who receive the most votes will be elected.
4. The slate of Officers must receive a majority of votes from Parliament. If the slate does not receive a majority of votes, the Nominating Committee will provide a new slate to Parliament for a vote, until a majority is obtained.

D. Terms of Office

1. The term of office for the following positions shall be three (3) years.
 - a) President
 - b) Vice President of Operations
 - c) Vice President of External Affairs
 - d) Treasurer
 - e) Secretary
 - f) Immediate Past-President
 - g) Counsel (unless otherwise removed by the President)
2. The term of office for at-large members of Parliament will be two (2) years.

E. Term Limits

1. No TUA Officer may be re-elected or appointed to the same position without at least a twelve (12) month break in service from that position.
2. At-large members may not serve more than two (2) terms of two (2) years each (four [4] consecutive years) without a break in service from that position of at least two (2) years. This requirement may be waived in the event there are not sufficient applications to fill the open positions.
3. In the event that a person is named or elected to fill an unfinished term, the time spent fulfilling this unfinished term shall not be counted towards the person's term limits.
4. Unless chairing a Committee by virtue of holding another office, no person may chair a Committee for more than two (2) consecutive years without at least a one (1)

year break in service.

F. Term Dates

All terms of office shall run coextensively with the University's fiscal year.

G. Removal from Office

The Executive Committee shall have the power to remove a member of the Parliament or the Executive Committee (including Officers) if it believes there is reasonable basis for doing so.

A member may be removed from the Parliament or Executive Committee by a vote of two thirds (2/3) of the members of the Executive Committee (meaning two thirds [2/3] of total members, not just those in attendance at a meeting). Such decision shall be final and binding.

H. Vacancies

In the event of a vacancy in the office of President, the Vice President of Operations will complete the term of the President. In the instance of a vacancy of another officer position, other than Immediate Past President of the TUAA, the President will appoint a replacement in conjunction with the Office of Alumni Relations and with the approval of a majority of the Executive Committee.

In the event of a vacancy in an at-large position, the President, with the guidance of the Office of Alumni Relations, may appoint an individual to fill the vacancy for the remaining duration of the term, with the approval of a majority of the Executive Committee.

VIII. MEMBERS OF THE TUAA

A. Members of the TUAA shall include every graduate and matriculate of the University.

B. Auxiliary non-voting members of the TUAA may include all employees of the University, including, but not limited to, all faculty and administrative staff, parents of current University students and former faculty and staff members that participate in a TUAA affinity program.

C. In order to be eligible to be recognized by the TUAA Parliament, each organization's officer/leadership term dates must coincide with the start and end dates of the University's fiscal year. The President may, based on special circumstances or needs, waive this requirement.

D. Organizations within the TUAA may set their own limits on office duration and/or term limits, so long as the terms start and end on the same days as the University's fiscal year. The Parliament may exempt any organization from this requirement if the organization can demonstrate a recurring undue hardship caused by changing the time of year for leadership turnover. This requirement also does not apply to any person who is serving the remainder of an unexpired term.

IX. RESTRICTIONS ON OPERATIONS

A. Restrictions

1. No part of the net earnings of the TUAA shall inure to the benefit of, or be distributable to, members of the Parliament, TUAA members, officers, or other private persons, except that the TUAA shall be authorized and empowered to pay reasonable compensation for services rendered, and to make payments and distributions in furtherance of the purposes set forth in these Bylaws.

2. Except as may be permitted under the provisions of Section 501(h) of the Code, no substantial part of the activities of the TUAA shall consist of the carrying on of propaganda or otherwise attempting to influence legislation. The TUAA shall neither participate nor intervene in (including the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office, nor shall it take a position on any issue raised in a political campaign for the purpose of aiding or opposing any candidate. Any other provision of these Bylaws to the contrary notwithstanding, the TUAA shall not carry on any activities not permitted to be carried on: (a) by a corporation exempt from federal income tax under Section 501(a) and Section 501(c)(3) of the Code; or (b) by a corporation, contributions to which are deductible under Section 170, 2055 and 2522 of the Code. These Bylaws shall not be altered or amended in derogation of the provisions of this Section.

B. Private Foundation Provisions

In the event the TUAA is, or in the future may become, a “private foundation” within the meaning of Section 509 of the Code:

1. The TUAA shall distribute its income for each taxable year at such time and in such manner as not to be subject to the tax on undistributed income imposed by Section 4942 of the Code.

2. The TUAA shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code.

3. The TUAA shall not retain any excess business holdings as defined in Section 4943(c) of the Code.

4. The TUAA shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code.

5. The TUAA shall not make any taxable expenditures as defined in Section 4945(d) of the Code.

6. Upon dissolution or termination of the TUAA, it shall comply with the requirements of Section 507(b)(1)(A) of the Code.

C. Termination

Upon the dissolution of the TUAA, its assets shall be distributed for one (1) or more exempt purposes within the meaning of Section 501(c)(3) of the Code. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the organization is then located, exclusively for such purposes. Upon the sale of substantially all of the assets or the dissolution of the TUAA, surplus shall not be utilized for the private interest of any person.

X. DIRECTOR STATUS, INDEMNIFICATION, AND INSURANCE

A. Directors. The members of the Executive Committee and the Parliament, including Officers, shall be referred to as directors (“Directors”). Directors shall be natural persons of full age.

B. Liability. No person who is or was a Director of the TUAA shall be personally liable for any monetary damages for any action taken, or any failure to take any action, as a Director unless the Director has breached or failed to perform the duties of their office as set forth in appropriate sections of the PaNPCL and the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness. The foregoing provisions shall not apply to the responsibility or liability of a Director pursuant to any criminal statute or the liability of a Director for the payment of taxes pursuant to local, state, or federal law.

C. Third-Party Actions. The TUAA shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the TUAA), by reason of the fact that they are or were a representative of the TUAA, or are or were serving at the request of the TUAA as a representative of another domestic or foreign corporation for profit or not-for-profit, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by them in connection with the action or proceeding if they acted in good faith and in a manner they reasonably believed to be in, or not opposed to, the best interests of the TUAA and, with respect to any criminal proceeding, had no reasonable cause to believe their conduct was unlawful. The termination of any action or proceeding by judgment, order, settlement or conviction or upon a plea of nolo contendere or its equivalent shall not of itself create a presumption that the person did not act in good faith and in a manner that they reasonably believed to be in, or not opposed to, the best interests of the TUAA and, with respect to any criminal proceeding, had reasonable cause to believe that their conduct was unlawful.

D. Derivative and Corporate Actions. The TUAA shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action by or in the right of the TUAA to procure a judgment in its favor by reason of the fact that they are or were a representative of the TUAA or are or were serving at the request of the TUAA as

a representative of another domestic or foreign corporation for profit or not-for-profit, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees) actually and reasonably incurred by them in connection with the defense or settlement of the action if they acted in good faith and in a manner they reasonably believed to be in, or not opposed to, the best interests of the TUAA. Indemnification shall not be made under this section in respect of any claim, issue or matter as to which the person has been adjudged to be liable to the TUAA unless and only to the extent that the court of common pleas of the judicial district embracing the county in which the registered office of the TUAA is located or the court in which the action was brought determines upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnification for such expenses that the court of common pleas or other court shall deem proper.

E. Advancing Expenses. Expenses (including attorneys' fees) incurred in defending any action or proceeding referred to in Subsection C of this Section (relating to third-party actions) or Subsection D of this Section (relating to derivative and corporate actions) shall be paid by the TUAA in advance of the final disposition of the action or proceeding upon receipt of an undertaking by or on behalf of the representative to repay the amount if it is ultimately determined that they are not entitled to be indemnified by the TUAA as authorized in these Bylaws or otherwise.

F. Procedure for Effecting Indemnification and Advancing Expenses. Unless ordered by a court, any indemnification or advancement of expenses under Subsection C of this Section (relating to third-party actions), Subsection D of this Section (relating to derivative and corporate actions) or Subsection E of this Section (relating to advancing expenses) shall be made by the TUAA only as authorized in the specific case upon a determination that indemnification of the representative is proper in the circumstances because they have met the applicable standard of conduct set forth in those sections. The determination shall be made:

1. by a majority vote of the Directors who are not parties to such action, suit or proceeding, even though less than a quorum;
2. by a Committee of such Directors designated by a majority vote of such Directors, even though less than a quorum; or
3. if there are no such Directors, or if such Directors so direct, by independent legal counsel in a written opinion.

G. Supplementary Coverage.

1. General Rule. The indemnification and advancement of expenses provided by or granted pursuant to Subsection C of this Section (relating to third-party actions), Subsection D of this Section (relating to derivative and corporate actions) or Subsection E of this Section (relating to advancing expenses) shall not be deemed exclusive of any other rights to which a person seeking indemnification or advancement of expenses may be entitled under any agreement, vote of members of the Parliament who were not parties to the action or proceeding, or otherwise, both as to action in their official capacity and as to action in another capacity while holding that office. Section 5728 of the PaNPCL (relating to interested directors or officers) shall be applicable to any contract or transaction authorized by the directors under this Section. The

TUAA may create a fund of any nature, which may, but need not, be under the control of a trustee, or otherwise secure or insure in any manner its indemnification obligations, whether arising under or pursuant to this section or otherwise.

2. When Indemnification is not to be made. Indemnification pursuant to Subsection shall not be made in any case where the act or failure to act giving rise to the claim for indemnification is determined by a court to have constituted willful misconduct or recklessness.

3. Grounds. Indemnification pursuant to Subsection 7(a) under any agreement, vote of Directors or otherwise may be granted for any action taken or any failure to take any action and may be made whether or not the TUAA would have the power to indemnify the person under any other provision of law except as provided in this Subsection and whether or not the indemnified liability arises or arose from any threatened, pending or completed action by or in the right of the TUAA.

4. Trust Property. These Bylaws shall not affect the liability of a representative with respect to the administration of assets held by the TUAA pursuant to its authority to take and hold trust property.

5. Power to Purchase Insurance. The TUAA shall have power to purchase and maintain insurance on behalf of any person who is or was a representative of the TUAA or is or was serving at the request of the TUAA as a representative of another domestic or foreign corporation for profit or not-for-profit, partnership, joint venture, trust or other enterprise against any liability asserted against them and incurred by them in any such capacity, or arising out of their status as such, whether or not the TUAA would have the power to indemnify them against that liability under the provisions of these Bylaws.

6. Application to Surviving or New Corporations. For the purposes of these Bylaws, references to “the TUAA” include all constituent corporations absorbed in a consolidation, merger or division, as well as the surviving or new corporations surviving or resulting therefrom, so that any person who is or was a representative of the constituent, surviving or new corporation, or is or was serving at the request of the constituent, surviving or new corporation as a representative of another domestic or foreign corporation for profit or not-for-profit, partnership, joint venture, trust or other enterprise, shall stand in the same position under the provisions of these Bylaws with respect to the surviving or new corporation as they would if they had served the surviving or new corporation in the same capacity.

(a) Application to Employee Benefit Plans. For the purposes of these Bylaws, references to “other enterprises” shall include employee benefit plans;

(b) References to “serving at the request of the TUAA” shall include any service as a representative of the nonprofit corporation that imposes duties on or involves services by the representative with respect to an employee benefit plan, its participants or beneficiaries;

(c) Excise taxes assessed on a person with respect to any employee benefit plan pursuant to applicable law shall be deemed “fines”;

(d) Action with respect to an employee benefit plan taken or omitted in good faith by a representative of the TUAA in a manner they reasonably believed to be in the interest of the participants and beneficiaries of the plan shall be deemed to be action in a manner that is not opposed to the best interests of the TUAA.

7. Duration and Extent of Coverage. The indemnification and advancement of expenses provided by or granted pursuant to these Bylaws shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be a representative of the TUAA and shall inure to the benefit of the heirs and personal representative of that person.

XI. AMENDMENT OF BYLAWS

A. Except as provided in Section XI (B) of these Bylaws, these Bylaws may be altered, amended, or repealed by a majority of the Executive Committee at any regular or special meeting of the Executive Committee, duly convened after due notice to the members of the Executive Committee of that purpose (meaning a majority of total members of the Executive Committee, not just those in attendance at a meeting).

B. Any amendment of these Bylaws affecting the voting rights or other authority granted to the members of the Parliament shall not be effective unless it is first approved by a majority of the Executive Committee as provided in Section XI(A) above and a majority of the Parliament at a regular or special meeting of the Parliament, duly convened after due notice to all members of the Parliament (meaning a majority of total members of the Parliament, not just those in attendance at a meeting).

C. The Parliament may voice vote on matters affecting the governance and direct Counsel Committee to author language to effectuate policy directives. However, the precise wording of any Bylaw change, including amendments offered during any duly noticed meeting, must be in writing for the Parliament to approve the language. When possible, language changes should be circulated in advance of the duly noticed meeting. All changes shall be recorded in the minutes. Updated copies of the Bylaws shall be published to the Parliament and generally made available to the TUAA as soon as is reasonably possible.

XII. OTHER

A. Fundraising

The TUAA shall only undertake fundraising activities in accord with University guidelines.

B. Required Leadership Donations to Temple University

The TUAA requires a 100% donation participation by its Officers and at-large members. Accordingly, unless excepted by policy or a decision of the Executive Committee, each Officer and at-large member shall donate a minimum of \$100 to the University each fiscal year.

Additionally, the TUAA encourages members of Parliament to make a donation to the University each fiscal year.

The Secretary, working with office of Alumni Relations, shall be responsible for sending a written reminder at least sixty (60) days before the close of the fiscal year to any person who has not met this requirement. Any donation made to the University or any officially recognized affiliated entity with the University shall count towards this giving requirement.

C. Fiscal Year

The fiscal year of the TUAA shall run concurrent with the fiscal year of the University, which as of the date of adoption of these Bylaws is July 1 through June 30.

D. Waiver of Notice

Whenever any notice of any meeting is required under these Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

E. Investments Portfolio

The investments portfolio, which is the property of the TUAA, is held in trust by the TUAA. The income from the investments portfolio may be used by the TUAA for its general purposes. There shall be an investment policy in place at all times that sets the parameters for how the TUAA shall manage its investments.