

BYLAWS OF UNLV SCHOOL OF INTEGRATED HEALTH SCIENCES CHAPTER OF THE UNIVERSITY OF NEVADA, LAS VEGAS Alumni ASSOCIATION, INC.

PREAMBLE

The University of Nevada, Las Vegas (UNLV) Alumni Association's (the "Association") Chapters and Clubs play a critical role in the success of the Association, and therefore also to the university's overall mission and success. Alumni Chapters (college or unit-based) and Clubs (geographically-based or special interest-based) are groups of UNLV Alumni, supporters, and friends; these groups exist to promote the university, the Association, and their group through communications, community relations, student recruitment, scholarship fundraising, fellowship, networking, and other activities.

It is necessary for the Association to ensure alignment of our individual and collective efforts, optimize resources, and identify areas of shared responsibility to the university. They are articulated as follows:

The School of Integrated Health Science (SIHS) Alumni Chapter (the "Chapter") will be governed by three documents. The first is the Association Bylaws, which sets forth the overall governance of the Association and its component members, programs, and Chapters. The second is the Chapter's Bylaws that determines the internal governance of the Chapter. The third is the Chapters and Clubs Handbook and policies/procedure which determines the particular rights and obligations between the Chapter and the Association.

1. ARTICLE 1 NAME AND OFFICES

- 1.1. **Name.** The name of the Chapter is the UNLV SIHS Alumni Chapter (the "Chapter"). The group is a Sub-organization of the UNIVERSITY OF NEVADA, LAS VEGAS Alumni ASSOCIATION, INC., a Nevada Non-Profit Corporation (the "Association").
- 1.2. **Charter.** This Chapter's charter, having been granted the Association's Board of Directors, is subject to revocation and suspension by said body.
- 1.3. **Offices.** The principal offices of the Chapter shall be in the office of the Executive Director of the UNLV Association, 4505 S. Maryland Parkway, Campus Box 451010, Las Vegas, Nevada 89154, and such other offices as the Board of Directors may from time to time authorize.
- 1.4. **Records.** Accurate and complete copies of the Bylaws, all amendments thereto, as well as copies of minutes of meetings and written consents in lieu of meetings of the Board of Directors, shall be kept at the registered office of the Chapter for inspection by those persons who possess a legal right to inspect such records.
- 1.5. **Seal.** The Chapter has been assigned an official Seal by the Association and will use the Seal in official business matters.

2. ARTICLE 2 PURPOSE

- 2.1. **Mission Statement:** The Chapter is committed to building a relationship between UNLV Alumni Association, the SIHS administration, current SIHS students, SIHS alumni, and other interested parties. This relationship is strengthened by active participation of the objectives of the Chapter to benefit the SIHS and UNLV through community involvement, UNLV campus involvement, and philanthropy for the benefit of UNLV and the UNLV Alumni Association.
- 2.2. **Objectives:** The objectives stated below are designed to support our mission. The Chapter will:
 - 2.2.1. Communicate concerns and accomplishments from the Chapter alumni to SIHS leadership and the UNLV Alumni Association.
 - 2.2.2. Maintain a directory of Alumni from the SIHS.
 - 2.2.3. Encourage our members to advocate for UNLV and the UNLV Alumni Association.
 - 2.2.4. Provide a recognized channel for Alumni to give back to the university.
 - 2.2.5. Provide an official channel of communication to alumni from the UNLV Alumni Association, SIHS, and UNLV to promote active participation in Chapter events.
 - 2.2.6. Work with the UNLV Alumni Association and the SIHS administration to obtain the necessary infrastructure to accomplish our objectives and strategic plan.
 - 2.2.7. Encourage and develop educational opportunities for Alumni and the surrounding community.
 - 2.2.8. Sponsor, participate, and/or assist with student events that will benefit current and prospective students within the SIHS.
 - 2.2.9. Provide scholarship opportunities for undergraduate and graduate students in SIHS.

3. ARTICLE 3 MEMBERSHIP

- 3.1. **Alumni members:** Alumni members of the Chapter must be Graduates of UNLV from any of the programs or majors within the SIHS.
- 3.2. **Affiliate members:** Defined as interested individuals who are not graduates of UNLV SIHS, can provide evidence of exemplary commitment to the SIHS, and must be nominated by an Alumni member.
 - 3.2.1. Nominees must complete an application and submit it to be reviewed and approved by the Board of Directors.
 - 3.2.2. The Board of Directors must approve the affiliate member's application.
 - 3.2.3. Affiliate members can NOT serve on the Board of Directors.
 - 3.2.4. Affiliate members will be assessed a yearly fee to be determined by the Board of Directors.

- 3.3. **Honorary members:** Any person who has made a significant contribution to the advancement of UNLV SIHS or seeks interest in making a contribution, who is currently in good standing with the university, may be granted an honorary membership to the Alumni chapter. This individual must be nominated by an Alumni member.
 - 3.3.1. This may include, but is not limited to faculty, staff, and other members of the community.
 - 3.3.2. Nominees must complete an application and submit it to be reviewed and approved by the Board of Directors.
 - 3.3.3. The Board of Directors must approve the honorary member's application.
 - 3.3.4. Honorary members can NOT serve on the Board of Directors.

4. **ARTICLE 4 MEETINGS**

- 4.1. **Chapter Meetings.** Chapter Meetings may be called at any time by the President or by a majority of the Board or upon the request of 50 percent or more of Members requesting said meeting in writing by petition filed with the Executive Director. Notice of such meetings shall set forth the time, place, and general nature of the business proposed to be transacted thereat. Notices shall be given by electronic communication, mail, or by announcement in the official publication of the Chapter. Notice shall be sent at least 30 days prior to the date set for such meeting to each Members' preferred contact method and/or last known contact address.
- 4.2. **Annual Chapter Meeting.** The nominations for the Board of Directors shall occur during the Annual Chapter Meeting no later than the end of August.
- 4.3. **Annual Board Meeting.** The Annual Board Meeting of the Board of Directors of the Chapter shall be held no later than December 15 of each year at an agreed upon time, in the principal office of the Chapter, or at such other place that the Board of Directors may provide
- 4.4. **General Board Meetings.** Shall be held at least quarterly at a location in the geographic region of the Chapter, or at such other time or place that the President shall from time to time designate.
- 4.5. **Quorum.** A quorum shall consist of more than 50 percent of the voting Directors present at the Board Meetings. Directors present at a duly noticed or held and convened meeting of the Board at which a quorum was initially present may continue to conduct business until adjournment notwithstanding the subsequent withdrawal of sufficient Directors to constitute a quorum. However in the absence of a quorum, no question can be decided, other than to adjourn the Meeting to another time for which proper notice will be given.
- 4.6. **Meeting Procedure.** Parliamentary procedure at all Board Meetings shall be regulated by Robert's Rule of Order, unless otherwise provided in these Bylaws or in the Articles.
- 4.7. **Meeting Attendance.** If any Director should fail to attend at least 75 percent of Board meetings (including the annual Board Meeting) during the calendar year, the non-attending Director may be removed from the board.

- 4.8. **Proxies.** Proxies shall not be used for voting, determination of quorum or any other purpose, including, without limitation, voting by the Board of Directors.
- 4.9. **Open Meetings.** All Board meetings shall be open to all Members, but attending Members shall not disrupt the discussion or vote in the transaction of any business before the Board.
- 4.10. **Board Authority.** Except as restricted by the Articles, the Bylaws or by law, (i) the Board is invested with the authority to manage the affairs of the Chapter, and (ii) the vote of a majority of the Directors present at a Meeting at which a quorum of Directors is present shall be necessary for and sufficient to constitute the act of the Board. The Board of Directors shall perform any and all duties imposed on them by the Articles, these Bylaws or by law.
- 4.11. **Action by Written Consent.** To the extent permitted by applicable law, action may be taken without a meeting if a written consent to such action is signed by a two-third (2/3) majority of the Directors then serving. Written consents shall be valid upon receipt by the President including those transmitted via e-mail. An email message from a Director assenting to an action shall qualify as a signed written consent by that Director so long as the e-mail is transmitted from the Director's e-mail on file with the Association and the Director's written consent to the specific action is stated clearly in the e-mail. Whenever action is taken by written consent, a meeting need not be called, noticed or convened.

5. ARTICLE 5 THE ELECTION OF DIRECTORS

- 5.1. **Directors.** The governing body of the Chapter shall be called Directors, and shall consist of a Board of at least five (5) elected current Alumni Members in good standing. Directors shall serve without compensation. All members shall elect the Directors in accordance with the Bylaws and such additional election procedures as the Board may from time to time adopt.
- 5.2. **Election Cycle and Term.** Election of the Board shall be staggered with one-half (1/2) of the Directors being elected at the Annual Chapter meeting. Each Director elected will serve for a term of two (2) years, and until the successor Director shall be elected and qualified. No Director may serve more than three (3) terms for a total of six (6) years on the Board. When necessary, an exception to the term limit shall be made for those holding the office of Vice President, President, or Immediate Past President. No Director may serve more than seven (7) consecutive years on the Board without at least a one (1) year break in service.
- 5.3. **Election Procedure.**
 - 5.3.1. **Nominations.** Any Member may submit nominations of candidates who are in good standing with the Chapter to the Board. Nominations will be done in a method designated by the Board of Directors no later than the end of August. Submissions must be made at least thirty (30) days before the Annual Chapter meeting.
 - 5.3.2. At least fifteen (15) days prior to the Annual Chapter Meeting date, the Board will distribute its Board of Directors ballots listing all qualified nominees.

- 5.3.3. Each annual Director election shall be conducted by a method designated by the board. The qualified nominees listed on the ballot who receive the highest total number of votes from all members will be elected and immediately assume their duties. In the event of a tie, the Board of Directors shall break the tie by conducting a run-off election. The winner shall thereafter immediately assume the duties of a director.
- 5.3.4. Candidates for each position will be given the opportunity to speak about their candidacy at the Annual Chapter meeting.
- 5.3.5. **Election Committee.** The President will appoint an Election Committee to provide, count and report on ballots in the manner provided for the election of Directors. If there are more than two candidates for any office and none obtain a majority, the two with the largest number of votes will have a runoff election. In the event of a tie after the runoff election, the Board of Directors shall break the tie.
- 5.4. **Immediate Past President.** This position is filled by the previous President and is not directly elected by the members. In the event the previous President should not fill this position, the position will remain vacant.
- 5.5. **Ex Officio Members.** Individuals holding positions by the nature of their employment with the Association or their designees can serve as Ex Officio Members, but will not be Directors and will have no voting rights.
- 5.6. **Director Terms.** Each Director will serve a two (2) year term commencing on January 1 and ending December 31.
- 5.7. **Director Election.** The Chapter members shall elect the Director(s) to their respective offices at a meeting designated by the board each year.

6. ARTICLE 6 DIRECTORS AND THEIR MEETINGS AND DUTIES

- 6.1. **Director Positions.** The Chapter Directors shall consist of a President, a Vice President, a Secretary, a Treasurer, Immediate Past President, and Member at Large, all of whom shall be Directors of the Chapter and shall serve without compensation.
- 6.2. **Executive Committee.** There shall be an Executive Committee that shall be composed of the President, the Vice President, the Secretary, the Treasurer, the Immediate Past President, and the Member at Large. The Executive Committee shall govern the Chapter affairs on a daily basis. The Executive Committee will meet on a regular basis at the call of the President, and will report all of its actions to the Chapter.
- 6.3. **Other Committees.** The President may create committees and appoint members from the Chapter's membership to serve as Chair and Members of the Committees as the President deems necessary.

- 6.4. **President.** The President shall (i) preside at all Chapter Meetings and at all Meetings of the Board, (ii) serve as a liaison to the UNLV Administration and the Association, (iii) meet directly with the Association President/staff and others on behalf of the Chapter, (iv) appoint committee chairs, (v) appoint representatives to Alumni association committees. The President shall also have other powers as provided in the Bylaws and otherwise by law.
- 6.5. **Vice President.** The Vice President shall (i) assume the duties of the President during the President's absence including, without limitation, the duty to preside over Meetings of the Members or the Board of Directors and to represent the Chapter, and (ii) will be the official liaison for all committee chairs and those chairs will report directly to this officer.
- 6.6. **Secretary.** The Secretary shall verify that the following records are kept and maintained: (i) minutes of all Executive Committee, Board, and Chapter Meetings; (ii) Membership List; and (iii) all Chapter books and records, except for the financial books and records which are the responsibility of the Treasurer. The Secretary shall also ensure that any required notice of all Chapter and Board Meetings is provided and work with the Alumni Association Staff to complete this.
- 6.7. **Treasurer.** The Treasurer shall (i) verify that the financial books and records of the Chapter are kept and maintained, (ii) prepare financial statements, and (iii) report on the Chapter's financial condition at all official meetings.
- 6.8. **Immediate Past President.** The Immediate Past President shall (i) serve as a mentor, (ii) serve on the Election Committee, and (iii) serve as an advisor to the President. Each Immediate Past-President of the Chapter shall be a non-voting Director of the Board for the period immediately following such term of Presidency.
- 6.9. **Member at Large.** The duties of the Member at Large should coincide with carrying out the Chapter's strategic plan and special projects of the Alumni Association, Chapter, Committees, or University.

7. ARTICLE 7 PROCEDURES FOR RESIGNATION, VACANCY, REMOVAL OF OFFICE

- 7.1. **Removal of Directors.** In addition to the other reasons provided in this Article, any Director may be removed for good cause as determined by the vote of two-thirds (2/3) of the Directors then present at a duly noticed or held meeting at which a quorum is present.
- 7.2. **Resignation of Directors.** A Director may resign at any time by submitting a written resignation to the President. The President may resign by submitting a written resignation to the Executive Director or their designee.
- 7.3. **Director Vacancy.** If a vacancy occurs in an office, the executive committee will propose a replacement, to be confirmed by the Board of Directors. If no viable candidates are in the current board, the executive committee may appoint a new officer on an interim basis.

8. ARTICLE 8 DISSOLUTION

8.1. In the case of dissolution, the assets of the Chapter shall be first disbursed in payment of all indebtedness of the Chapter. Any remainder shall be retained by the Association.

9. ARTICLE 9 AMENDMENT TO BYLAWS

9.1. The Bylaws may be amended by the vote of a majority of a quorum of the Directors; provided that a copy of the proposed changes was given to each Director prior to such Meeting. The proposed changes will then be sent to the Members for a vote as outlined in 9.2.

9.2. The Bylaws may be amended by the vote of a majority of the Members present at a Chapter Meeting.

9.3. Any change in the Chapter Bylaws shall be coordinated with and approved by the Association Board of Directors.

THE FOREGOING BYLAWS WERE DULY READ, CONSIDERED, DISCUSSED, AND APPROVED BY A MAJORITY OF THE CHAPTER CONSTITUTING A QUORUM AT A MEETING DULY HELD ON JULY 12TH, 2021.

IN WITNESS WHEREOF, the President and Secretary of the Chapter have subscribed this instrument on the day and year above written.

**UNIVERSITY OF NEVADA, LAS VEGAS
SCHOOL OF INTEGRATED HEALTH SCIENCES ALUMNI CHAPTER**

By President of School of Integrated Health Sciences Alumni Chapter

Date

By Secretary of School of Integrated Health Sciences Alumni Chapter

Date

By UNLV Alumni Association Chair of Chapters and Clubs

Date