

Bylaws

University Economic Development Association (UEDA)

Article I

Name

Section 1.1 The name of this organization shall be the University Economic Development Association (UEDA).

Article II

Purpose

Section 2.1 The purpose of UEDA is to serve its members by enhancing their ability to deliver economic development benefits through engagement with higher education. UEDA is dedicated to developing and maintaining high professional standards for its members and affiliates.

Article III

Members, Voting, and Dues

Section 3.1 **Members.** Members shall be institutions of higher education or other entities or persons that subscribe to the purposes of UEDA.

Section 3.2 **Voting Members.** Each Member that is an entity, shall designate one person to be its Voting Member and from time to time may change the designated Voting Member unless the Voting Member is currently serving on the Board of Directors in which case the designated individual must continue as the Voting Member until the end of his/her term. Such designation shall be valid only if the Member is in good standing. Failure to designate a Voting Member shall result in the suspension of right to vote until remedied. Each Member that is a person shall be a Voting Member. Each Voting Member shall be entitled to one vote in person or by proxy. Only Members current in their dues payments shall be entitled to vote. A member may change its designated Voting Member with written notice to the UEDA staff.

Section 3.3 **Classes of Membership.** Membership shall be determined by the Board of Directors by a majority vote of the full Board at a meeting having at least 30 days advance notice of the proposed action.

(A) **Honorary Life Member.** From time to time, the Board of Directors may designate an individual as an Honorary Life Member of UEDA. An Honorary Life Member is generally reserved for individuals who have made substantial contributions to UEDA and are no longer full-time employees of a Member entity. Honorary Life Members shall have all the privileges of membership except they may not vote or hold office. Honorary Life Members shall not be required to pay dues and shall be welcome at all conferences and meetings.

Section 3.4 **Proxy Voting.** As may be appropriate from time to time the Board of Directors shall establish procedures for voting by proxy.

Section 3.5 **Dues.** Annual dues shall be set by the Board of Directors. A member shall be deemed to be in good standing if dues have been paid in full for the current dues year. The annual dues year shall be the calendar year unless otherwise determined by the Board.

Section 3.6 **Resignation.** Any UEDA member may withdraw from membership at any time by notifying the Treasurer/Secretary in writing. Resignation does not entitle members to refunds of dues.

Article IV Board of Directors (Board)

Section 4.1 **General Powers.** The Board has full authority and responsibility for managing the property and business of UEDA, and is empowered to determine policy and make legal commitments on behalf of UEDA. The Board may hire an Executive Director and/or contract with another entity for the provision of management services.

Section 4.2 **Definition, Number, and Election.** Members of the Board include both officers and at-large Board members. The Board shall have no fewer than six and no more than 10 at-large Board members. Each Board member shall be elected by a majority vote cast by the Voting Members at the Annual Meeting plus validated mail-in and electronically submitted ballots. Nominees to the Board must be the designated UEDA voting member from their institution throughout their Board term. The newly elected Board members will assume their duties immediately.

Section 4.3 **Terms.** At-large Board members shall be elected for a two-year term. Each at-large Board member may only serve two successive two-year terms. A former director who has been out of office for a period of one year or more is eligible for re-election. Terms of office shall be staggered so that at least two board members at large are elected at any Annual Meeting. Members elected or appointed to fill an unexpired vacant term may still serve two successive terms.

Section 4.4 **Removal.** A member of the Board may be removed by a three-fourths vote of the full Board at a meeting having at least two weeks advance notice of the pending removal action. A successor may immediately be appointed by the President and approved by the Board to fill the vacancy created. Grounds for removal may include, but are not limited to, missing three consecutive regular meetings, as defined in Section 4.7 below, and/or four regular meetings in any calendar year unless such absences were excused by the President.

Section 4.5 **Resignation.** A member of the Board may resign by submitting a letter of resignation to the President of the Board.

Section 4.6 **Vacancies.** An unexpired vacant term on the Board of Directors may be filled by election or appointment at the recommendation of the President with approval by the Board.

Section 4.7 **Compensation.** No Board member of UEDA may receive compensation from UEDA by virtue of his/her membership on the UEDA Board. UEDA may reimburse a Board member for any reasonable expense incurred on behalf of UEDA.

Section 4.8 **Meetings and Notice.** Meetings of the Board may be called by the President or by at least three members of the Board, all subject to proper notice. Such meetings may be conducted by in-person, teleconference or video conference. Notice may be waived by unanimous consent of the full

Board or shall be satisfied with two weeks prior notice by common carrier, telephone, facsimile or email.

Section 4.9 **Emergency Meetings.** Emergency meetings of the Board may be called by the President or by any three members of the Board, provided that notice was unanimously waived or given by common carrier, telephone, facsimile or email 48 hours previous to all directors at their addresses shown on the records of the UEDA. Any director may waive notice of a meeting.

Section 4.10 **Quorum.** A majority of the Board shall constitute a quorum for the transaction of business at any meeting of the Board.

Section 4.11 **Voting.** Each member of the Board shall be entitled to one vote on questions and actions before the Board. A majority vote of those present shall be required for all decisions by the Board, except as otherwise provided herein. Members may vote in person or by proxy in a procedure established by the Board.

Section 4.12 **Informal Actions.** Any action required to be taken at a meeting of the Board or any other action that may be taken at a Board meeting may be taken without a Board meeting if written consent setting forth the action is given by three-fourths of the Board members entitled to vote on the matter.

Section 4.13 **Ex-Officio Members.** Ex-officio members can be appointed by Board approval. Ex-officio members shall not vote on matters coming before the Board of Directors or be counted in calculating a quorum. Ex-officio members will serve for a one-year term and may be reappointed on an annual basis.

Article V Officers

Section 5.1 **Officers.** Officers of UEDA are considered members of the Board. The officers of UEDA include:

(A) **President.** The President shall be the chief executive officer of UEDA and shall supervise the business affairs of UEDA. The President shall preside at all meetings of UEDA and its Board of Directors, shall appoint all committees, shall serve ex-officio on all committees, and shall perform such other duties as are customary to the office. The President shall be the public spokesperson for UEDA. At the end of his/her term of office, the President shall automatically become the Past President and, as such, shall , serve on the Board for an additional year,

(B) **President-Elect.** The President-Elect shall serve as President in the absence or incapacity of the President. The President-Elect shall be available for committee assignments or other duties as may be designated by the President. The President-Elect shall automatically become President when the President's term of office is complete. In the event that the President leaves or is removed from office prior to the expiration of her/his term, the President-Elect shall become the President for the balance of the vacant term prior to her/his official assumption of the office of the President. Unless otherwise directed by the Board, the President-Elect shall be responsible for UEDA's Annual Summit and all associated activities.

(C) **Vice President.** Unless otherwise directed by the Board, the Vice President shall oversee the membership activities and internal/external marketing of UEDA. The Vice President shall work with the UEDA Board, Executive Director, committee members and others to develop and/or update the UEDA marketing plan including the UEDA website. The Vice President may receive other duties as directed by the President or the Board. The Vice President shall automatically become the President-Elect upon completion of his/her term of office.

(D) **Treasurer/Secretary.** The Treasurer/Secretary shall assist in the preparation of the budget, help develop fundraising plans, and ensure that financial information is made available to Board members and the public as requested. The Treasurer/Secretary is responsible for keeping records of Board actions, including overseeing the taking of minutes at all Board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each Board member, and assuring that reports are provided and made at UEDA Board meetings.

(E) **Past President.** The Past President shall serve on the Board for one additional year and at the direction of the President may serve as the chair of the Nominating Committee. At the end of the additional year the person vacating the Past President position shall not be eligible for Board membership for one year.

Section 5.2 **Eligibility.** Only Voting Members may be elected as officers.

Section 5.3 **Terms.** The term for all officers, except the Treasurer/Secretary, shall be one year. The Treasurer/Secretary shall serve a two-year term and may be re-elected to consecutive two year terms.

Section 5.4 **Election.** The Officers, except as provided above for automatic succession, shall be elected at the Annual Meeting from among those candidates having the highest number of votes for that office. The newly elected officer will assume their duties immediately following the end of the Annual Meeting and will end service following the election at the next Annual Meeting. Voting shall be by secret ballot, unless there is only one candidate for an office, in which case the President may call for a vote by acclamation.

Section 5.5 **Nominations Committee.** The President shall appoint from among the Board a Nominations Committee. The Nominations Committee shall strive for a candidate for each vacancy without automatic succession, and ascertain the willingness of candidates to serve. A call for nominations will be issued to the voting members at least 60 days prior to the Annual Meeting. Nominations will be closed and the list of candidates shall be circulated to Voting Members at least 30 days prior to the Annual Meeting. The Nominations Committee shall also be responsible for conducting the election at the Annual Meeting.

Section 5.6 **Vacancies.** A vacancy in the position of President or President-Elect prior to their term expiration shall be filled by the individual who would automatically succeed to the position at the next Annual Meeting. In such an event, the successor will remain in office for a full term after filling the unexpired term of the vacated position. For the Secretary/Treasurer, where the term is for two years and it becomes vacant during the first year, the open position on the ballot would be for a two-year term. The Board may appoint an interim Secretary/Treasurer to serve until the next Member Meeting and election.

Section 5.7 **Removal of Officers.** Any officer may be removed from office for just cause at any time by a three-fourths vote of the Board members.

Article VI Executive Director

Section 6.1 **Executive Director.** The Executive Director shall carry out the day-to-day activities of UEDA in accordance with the direction of the Board, of Directors, as directed through the UEDA President. The Executive Director shall have general direction over the operations of UEDA subject to Board approval; shall implement all policies of the Board; submit to the Board or its committees such reports as the Board may require; assist in the preparation of an annual budget for presentation to and adoption by the Board; oversee the preparation of personnel policies; provide staff support to the Board; and perform such other functions as the Board may direct. The Executive Director shall be responsible directly to the Board and shall attend all meetings of the Board and its committees without vote.

Section 6.2 **Selection.** The Executive Director shall be selected by majority vote of the Board of Directors for the agreed upon term, and may be removed by the Board by a majority vote at any time, subject to whatever contractual obligations may have been entered into.

Article VII Member Meetings

Section 7.1 **Annual Meetings.** An Annual Meeting of the members shall be held at a time and place to be determined by the Board of Directors. The agenda for the Annual Meeting shall consist of the following:

- (A) Approval of Minutes;
- (B) President's Report;
- (C) Election of Officers and Board Members; and
- (D) Treasurer/Secretary's Report.

The agenda for the Annual Meeting may also include the following and any other items directed by the Board:

- (E) Executive Director's Report;
- (F) Committee Reports;
- (G) Old Business; and
- (H) New Business.

Section 7.2 **Special Meetings.** Special meetings may be called by the President, the Board of directors, or by a majority of the Voting Members in good standing.

Section 7.3 **Notice.** Notice of each meeting shall be given to each Voting Member in writing, not less than 30 days before the date of the meeting.

The notice shall be deemed delivered when it is deposited in the United States mail, transmitted by facsimile or email to the Voting Member at his or her US Postal address, facsimile number, or email address as it appears on the records of UEDA. In case of a special meeting, the purpose for which the meeting is called shall be stated in the notice.

Section 7.4. **Emergency Meeting.** The President, with the approval of the Board of Directors, may call for an emergency meeting of the Voting Members upon less than 30 days notice, but in no case less

than seven days notice. Notice shall be sent to each Voting Member by telephone, facsimile or email, and shall state the purpose for which the meeting is called.

Section 7.5 **Quorum.** A quorum for any meeting of the members shall be at least 25 percent of the Voting Members of UEDA.

Section 7.6 **Informal Action.** Any action which may be taken or which is required to be taken at a meeting of UEDA, may be taken without a meeting, if a consent in writing, setting forth the action so taken, shall be signed by at least three-fourths of the Voting Members in good standing.

Article VIII Contracts, Checks, Deposits, and Funds

Section 8.1 **Contracts.** The Board may authorize any officer(s), or agent(s) of UEDA to apply for and accept grants, gifts or donations and enter into any contracts or execute and deliver any instrument in the name of and on behalf of UEDA and such authority may be general or confined to specific instances.

Section 8.2 **Checks and Drafts.** All checks, drafts and other orders for payments of money, notes or other evidence of indebtedness issued in the name of UEDA shall be signed by such officer(s), or agent(s) of UEDA and in such manner as shall from time to time be determined by resolution of the Board. In the absence of such determination by the Board, such instruments shall be signed by the Treasurer/Secretary and countersigned by another officer of the Board.

Section 8.3 **Deposits.** All funds of UEDA shall be deposited to the credit of UEDA in such banks, trust companies, or other depositories as the Board may select.

Section 8.4 **Gifts.** The Board may accept on behalf of UEDA any contribution, gift, bequest, or devise for the general purposes or for any special purpose of UEDA.

Article IX Books and Records

Section 9.1 **Books and Records.** UEDA shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of its members, Board and committees having any of the authority of the Board, and shall keep at its principal office a record of the names and addresses of its members entitled to vote. All books and records of UEDA may be inspected by any member for any proper purpose at any reasonable time. The Board shall authorize an annual review, compilation and reconciliation of the finances of UEDA or may authorize and approve an annual audit, in either case to be performed by a licensed CPA.

Article X Fiscal Year

Section 10.1 **Fiscal Year.** The fiscal year of UEDA shall begin on the first day of January and end on the last day of December each year.

**Article XI
Offices**

Section 11.1 **Offices.** The principal office of UEDA shall be at a place designated by the Board of Directors, and may be either within or outside the State of Oklahoma.

**Article XII
Waiver of Notice**

Section 12.1 **Waiver of Notice.** Whenever any notice whatever is required to be given under these Bylaws or by any other law, a waiver thereof in writing signed by the person(s) entitled to such notice, whether before or after the time stated therein shall be deemed equivalent to the giving of such. notice.

**Article XIII
Amendments to Bylaws**

Section 13.1 **Amendments to Bylaws.** These Bylaws may be altered, amended or repealed and new Bylaws may be adopted providing at least 50 percent of the Voting Members are present at a meeting with at least two-thirds of those having voted in the affirmative. This action may be taken at a regular meeting, special meeting, or by common carrier, facsimile, or email, provided at least 30 days written notice is given to the members of the intent to alter, amend or repeal or to adopt new Bylaws, and the content of the proposed changes. Such notice shall include a ballot. The voting requirement is the same as if being done in a meeting.


**Article XIV
Limitation On Liability**

Section 14.1 **Limitation on Liability.** Members do not assume any responsibility or liability either in their individual capacities or jointly, financially or legally, for any action taken or not taken by UEDA, its Board or its agent(s) or employee(s). In addition all officers, directors and executive director do not assume any responsibility or liability for any acts or negligence of other officers, directors, agents or employees of UEDA, except that which is imposed by law.

**Article XV
Incorporation and Bylaws**

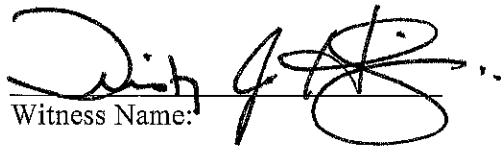
Section 15.1 Incorporation and Effective Date of Bylaws. The University Economic Development Association (UEDA) is incorporated under the laws of the State of Oklahoma, in accordance with its Articles of Incorporation, filed September 23, 1980, with the Oklahoma Secretary of State.

The Bylaws of the University Economic Development Association (UEDA) are effective September 29, 2015 as approved by the UEDA Voting Members on September 29, 2015.



Mike Dozier, UEDA President

Attest:



Witness Name: