

ADDENDUM B
CONSTITUTION
MEMPHIS AREA CHAPTER
OF THE
LSU ALUMNI ASSOCIATION

ARTICLE I

Name

This organization shall be known as the Memphis Area Chapter of the LSU Alumni Association, and its domicile shall be in Memphis, Tennessee.

ARTICLE II

Purpose and Powers

Section 1. The objects and purpose of the chapter shall be to foster, protect, and promote the welfare of Louisiana State University and its alumni through the LSU Alumni Association.

Section 2. In order to effectuate the aforesaid proposed, or any other purpose implied thereby or incidental thereto, the chapter shall possess the capacity and all of the powers, rights, privileges, and immunities which are now or may hereafter be accorded to non-profit corporations by the constitutions and laws of the State of Louisiana, including the power to acquire receive, own, hold, lease, or dispose of property of any nature or description.

ARTICLE III

Membership

Any former student, whether a graduate or non-graduate, who attended the University for at least one semester and who was a student in good standing or any individual who supports the purpose of the chapter as stated in Article II above, is eligible for membership in the chapter and may attain and/or maintain membership in the chapter upon satisfying the financial obligation, if any, provided in the by-laws of the Association. It is designated that any individual who is a member of this chapter who supports the purpose of the chapter as stated in Article II but is not a former student shall be designated as an Alumnus-By-Choice and eligible for membership.

ARTICLE IV

Officers

Section 1. The officers of the chapter shall consist of a President, a President-Elect (who shall also serve as the chapter Vice President), Secretary, and a Treasurer, all of whom must be members in good standing in the chapter and shall perform the usual duties of such officers as stated in Article V of this Constitution.

Section 2. The officers shall be elected biennially (every other year), each for a term of two years, at a general meeting of the chapter. The general meeting for election of chapter officers shall take place in the month of April of the odd-numbered calendar years (2015, 2017, 2019, 2021, 2023, 2025, 2027, etc.) and such election will be made by ballot only and in-person (proxy voting is not allowed). Voting is restricted to one vote per household. The by-laws of the chapter may provide for a method of nominating candidates for said offices.

Section 2.

Five (5) members of the board of directors out of the total eight shall serve as chairmen of the following committees: Annual Fund, Nomination, Publicity/Public Information, Scholarship/High School Recruitment, and Social/Special Events. The immediate past president is chairman of the Special Committee. The five (5) board members shall select their committees by designation of the president. These committees are defined on pages 14 and 15.

Section 3.

Meetings of the board of directors may be called at any time by the president, or by any five (5) members of the board of directors. Notice of the calling of any such meeting, however, must be given to all board members of the board of directors at least five (5) business days prior to the time scheduled for such meeting.

Section 4.

A majority of the members of the board of directors will constitute a quorum, and a majority vote of those present will be required for the transaction of business. Voting by proxy will be permitted by the board of directors as applicable but board voting is limited to one vote per household.

ARTICLE VI

Meetings

General or regular meetings of the members of this chapter shall be held on such dates in the spring and fall as determined by the board of directors. Special meetings will be called by the president of the board of directors and such called meeting will be made with at least five (5) business days notice.

ARTICLE VII

Amendments

This constitution may be amended by a majority of chapter members present at any general meeting of the chapter, provided that:

(1) Written notice of such meeting is sent to all members of this chapter prior to the time scheduled for such meeting. The notice shall read "A proposed amendment to the constitution will be considered."

(2) Any amendment so adopted will not be effective until it has been approved by the LSU Alumni Association Board of Directors.

(3) Amendments require a two-thirds vote of the members in attendance at the annual meeting. Voting by proxy is not permitted and voting is limited to one vote per paid household in good standing with the chapter.

Within thirty (30) days after the general meeting of the chapter, the names of the persons so elected shall be certified by the Secretary of the chapter to the Associate Director in charge of the chapter Program of the Alumni Association. Failure to hold an election or failure of the secretary to formally certify to the Alumni Association the names of the officers so elected within thirty days after the date scheduled for the general meeting, the LSU Alumni Board of Directors are authorized to designate the officers of the chapter for the succeeding year.

Section 3. At the time of his/her election, the President shall have been a member in good standing in the chapter for a minimum of one year. Any person being considered for President must also be an active and contributing member of the LSU Alumni Association in Baton Rouge. This provision does not apply at the initial general membership meeting. All other officers shall be members in good standing in the chapter at the time of their election.

Section 4. The following named persons shall serve as officers of this chapter until the next general election:

President	John Frazier
President-Elect	Johnnie Gross
Secretary	Cathy Gremillion
Treasurer	Travis Bozeman

ARTICLE V

Board of Directors

Section 1.

The governing authority of this chapter is and shall be a board of directors consisting of the officers of this chapter and five (5) board members, including the chapter's immediate past president who shall serve ex-officio. All officers and board members must be members in good standing of the chapter and will be elected biennially (every 2 years) for a term of two years at the general meeting of the chapter.

In addition to the four (4) officers, the following named persons shall serve as board members of this chapter until the next general election:

Doug Gremillion
Kevin Koelemay
Jennifer Lawhon
Snookie Newman
KK Gross

The board of directors is vested with authority to manage all of the business affairs of this chapter; to adopt, amend or rescind by-laws not consistent with the provisions of this constitution; to determine membership dues; to receive, administer, and disburse all funds and to perform any other acts necessary or incidental to managing the business affairs of this chapter. Any proposed changes or amendments to the chapter by-laws, must be voted on, and approved by, the board by simple majority of the nine-members (i.e., a minimum of 5 votes). Any proposed changes to the by-laws must be provided to the chapter in writing and posted on the chapter website no less than six (6) weeks prior to the required vote.

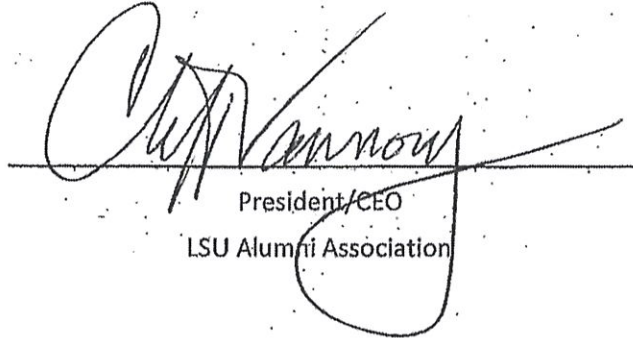
ARTICLE VIII

Ratification

We the undersigned members in good standing of the LSU Alumni Association, do hereby formally adopt the above Constitution and bind ourselves to be governed by its provisions.

THUS DONE AND SIGNED on this 22nd day of June

Approved by the LSU Alumni Association President/CEO on this 22nd day of June, 2016



President/CEO
LSU Alumni Association

BY-LAWS
OF
MEMPHIS AREA CHAPTER
OF THE
ALUMNI ASSOCIATION

ARTICLE I

MAILING ADDRESS

The mailing address for the Memphis Area Chapter of the LSU Alumni Association (hereinafter, the Chapter) shall be the P.O. Box 17669, Memphis, TN 38187.

ARTICLE II

SUCCESSION OF OFFICERS

In the event of the resignation of the President, the Vice-President shall serve in the President's capacity until the next scheduled election. In the event of the resignation of the Vice-President, the President shall appoint a Vice-President who shall serve until the next general meeting. In the event of the resignation of both the President and the Vice-President, the Secretary shall serve as acting President, and the Treasurer shall serve as acting Vice-President until the next general meeting, at which a new slate of officers shall be elected. The acting President may choose to appoint temporary replacements for the Secretary and/or Treasurer at his/her discretion with the advice and consent of the Acting Vice-President, who shall not withhold said consent except as to the appointment of a temporary Treasurer.

ARTICLE III

DUES

Dues shall be paid on an annual basis through the Joint-Membership Initiative (i.e., the flagship LSU Alumni Association in Baton Rouge) or through the Memphis Area Chapter for a singular membership in the local organization only. For purpose of calculating dues, the fiscal year of the organization shall be from May 1st through April 30th of the following calendar year. Dues shall be payable in the amount of \$50.00 for a joint membership and \$25.00 for a singular membership per individual or per household. "Household" shall be defined as a husband and wife or unmarried person and any number of children, provided that each child, to be considered a part of the family unit, is either under the age of 18 years or is enrolled on a full or part-time basis in a recognized educational institution.

**Chapters approved for organization by the LSU Alumni Association Board of Directors prior to May 2013 may continue to collect dues in the manner satisfying the financial obligation agreed upon for membership prior to implementation of the Joint-Membership initiative.*

ARTICLE IV

MEETINGS OF THE ORGANIZATION

Section 1. **Place** - All general and other meetings shall be held at a place, within or without the State of Tennessee, as specified by the Board.

Section 2. **Notice** - Notice of all meetings of the general membership shall be given in writing as early as is reasonably possible (but not less than 5 business days) prior to the meeting. This includes, but is not limited to mailings done by the Chapter individually on a localized basis, or by mailings made by the University Alumni Office. Notices mailed by the Chapter shall be restricted to its roster of dues-paying members when necessary as finances dictate. The Chapter shall use as its source the current roles of the Chapter. Member shall be responsible for notifying the Chapter of any change of address.

ARTICLE V

VOTING RIGHTS

Voting rights shall be accorded to members on the following basis:

- (A) Each individual or household (as defined in Article III) in good standing shall have one (1) vote.
- (B) No member or household whose dues are delinquent shall be entitled to vote.

For purposes of this section, dues shall be deemed delinquent if not current, unless paid prior to any votes taken at any meeting.

ARTICLE VI

REQUIRED VOTE

All activities of the Chapter which are taken according to authorization granted by a vote of the member shall require a majority of those members present at the meeting on which the vote was taken. The Secretary shall duly record the number present at the meeting and the vote count of the issue.

ARTICLE VII

AMENDMENTS TO THE BY-LAWS

These By-laws may be amended by a vote of the membership as provided for in Article VI above, provided, however, that written notice is given to the membership in the meeting notice as provided for in Article IV above. Said written notice shall state clearly that a By-laws change is proposed and the nature of the change proposed.

ARTICLE VIII

CONFLICTS

Any conflicts between these By-laws and the Constitution of the Chapter shall be resolved in favor of the Constitution. Immediately upon determination of the conflict the President shall undertake to propose a change in the By-laws which will remedy the conflict, and bring it to the attention of the membership as provided for herein.