BY-LAWS
OF THE
LEHIGH UNIVERSITY
ALUMNI ASSOCIATION

LEHIGH
ALUMNI

May 2011
ARTICLE I

Purposes and Powers; Office; Dissolution

SECTION 1. PURPOSES AND POWERS. The Lehigh University Alumni Association (LUAA) shall have such purposes as are now or may hereafter be set forth in its Charter and shall have and exercise such powers in furtherance of its purposes as are now or may hereafter be set forth in its Charter or allowed by law. All other provisions of these By-Laws notwithstanding, the LUAA shall accomplish its purposes and exercise its powers in a manner consistent with the provisions of Section 501(c)(3)\textsuperscript{1} of the Internal Revenue Code of 1986, as amended.

SECTION 2. PRINCIPAL OFFICE. The principal office of the LUAA shall be located in Bethlehem, Northampton County, Pennsylvania. The LUAA may have such other offices as the LUAA Board may determine from time to time.

SECTION 3. DISSOLUTION. In the event of termination, dissolution, or winding-up of the LUAA, in any manner or for any reason whatsoever, its remaining assets, if any, shall be distributed to one or more organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. No private individual shall share in the distribution of any LUAA assets upon dissolution or sale of the assets of the LUAA.

ARTICLE II

Membership

SECTION 1. MEMBERSHIP. All former students of Lehigh University, having obtained a minimum of thirty (30) credits, shall be active members of the LUAA, and shall be entitled to vote and hold office. Membership in LUAA is non-discriminatory with respect to race, color, religion, gender, age, national or ethnic origin, disability, or veteran status and with respect to any other individual characteristics included in the non-discrimination policies of Lehigh University.

SECTION 2. HONORARY MEMBERSHIP. Those members of the faculty and staff and recipients of honorary degrees from Lehigh University, who are not eligible to be active members, shall be honorary members of the LUAA. Honorary members shall not be entitled to vote or hold office or have any other rights or privileges of members of the LUAA.

\textsuperscript{1} Section 501(c)(3) of the Internal Revenue Code describes the non-profit organizations, including educational institutions, which qualify for exemption from federal income taxation.
ARTICLE III

Meetings

SECTION 1. ANNUAL MEETING. The annual meeting of the LUAA shall be held in Bethlehem, Pennsylvania, on Reunion Weekend. The order of business at the annual meeting shall be as prescribed by the Executive Committee of the Board of Directors.

SECTION 2. SPECIAL MEETINGS. Special meetings may be held at the time and place fixed by the LUAA President whenever the Board of Directors may deem a call for such special meeting expedient. In addition, the President shall call a special meeting upon receipt of a written request by one hundred (100) members.

SECTION 3. NOTICE OF MEETINGS. The time and place of the annual meeting shall be announced in the Alumni Bulletin. At least fifteen (15) days prior to any special meeting the Executive Director shall notify members of the time, place and purpose of the meeting. No business may be transacted at a special meeting other than that set forth in the aforesaid notice.

SECTION 4. QUORUM. Any number of members present at the annual meeting shall constitute a quorum. For special meetings a quorum shall consist of three hundred (300) members.

ARTICLE IV

Election of Board of Directors

SECTION 1. NOMINATING COMMITTEE. Alumni Trustees who have served as the past three (3) Presidents of the LUAA shall constitute a Nominating Committee to prepare a list of nominations for President, Senior Vice President, Alumni Trustee, Young Alumni Trustee, Directors-at-Large, International Director-at-Large, and Director-on-Campus, to be voted upon at the annual meeting by the membership. The current President, Senior Vice-President and Executive Director of the LUAA are ex officio members of the Nominating Committee. The Nominating Committee of the LUAA will consult at least annually with the Nominating Committee of the Board of Trustees of Lehigh University with regard to selection of the LUAA President, Senior Vice President, Alumni Trustee, and Young Alumni Trustee.

SECTION 2. NOMINATIONS. Suggestions for nominees shall come from the full membership at any time prior to the fall meeting of the LUAA Board of Directors. Suggestions must be submitted in writing to the Executive Director and will be presented to the Nominating Committee for consideration. In its deliberations, the Nominating Committee shall select as nominees men and women who have demonstrated outstanding leadership in their relationship with Lehigh University or the LUAA, in their communities or in their careers. The slate shall, in the opinion of the Nominating Committee, give adequate consideration to the diversity of the alumni body.
The Executive Director shall publish the list of new LUAA Board nominees in the Alumni Bulletin. Any active member of the LUAA may prepare a different list of nominations for one or more of the offices to be filled at the annual meeting, provided that such list be endorsed in writing by not less than two hundred (200) members of the LUAA and provided that such list be transmitted to the Executive Director not less than sixty (60) days before said annual meeting. Such different list of nominees shall also contain a certification to the effect that the nominees listed thereon have been contacted and have accepted such nomination. Upon completion of the vote of the membership at the annual meeting, the Executive Director shall publish the list of newly elected LUAA Board members in the Alumni Bulletin.

SECTION 3. VOTING. The officers, directors and alumni trustees shall be elected by a majority of members present and voting at each annual meeting and shall assume the duties of their offices at the conclusion of such annual meeting.

SECTION 4. RESIGNATION. Any director may resign at any time by giving written notice to the President or Secretary of the Board. Such resignation, which may or may not be made contingent upon formal acceptance, shall take effect on the date of receipt of the notice or at any later time specified therein.

SECTION 5. REMOVAL. The Board may remove any director who is declared of unsound mind by a court order, is convicted of a felony, fails without good cause acceptable to the Board to meet the attendance requirements adopted by the Board, fails to fulfill the responsibilities for directors specified in these By-Laws or required by law or for any other reason, in the Board’s judgment, such removal would be in the best interests of the LUAA. The Board may also remove any director for fraudulent or dishonest acts, or for gross abuse of authority or discretion with reference to the LUAA, or for any other acts or statements that may reflect adversely on the LUAA’s or on Lehigh University’s standing in the community. A director may only be removed from the Board upon the affirmative vote of two-thirds (2/3rds) of the members of the Board present and entitled to vote at any meeting of the Board, and provided that at least ten (10) days prior written notice is given to the Board, including said director, of the intention to propose such action. Such notice shall be given by certified mail, return receipt requested and shall be effective upon receipt by the director whose removal is proposed.

SECTION 6. VACANCIES. Vacancies in directorships, due to death, removal, or an increase in the authorized number of directors, may be filled, at any Board meeting, by election or appointment, as the case may be, in the manner in which directors of the classification involved are ordinarily chosen. Any director so chosen holds office for the full term of that office.
ARTICLE V

Board of Directors

SECTION 1. MEMBERS. The Board of Directors of the LUAA shall consist of the President, the Senior Vice President, Alumni Trustees, Young Alumni Trustees, the Directors-at-Large, the International Director-at-Large, and the Director-on-Campus. The Executive Director of the LUAA and the President of Lehigh University shall be ex officio members of the LUAA Board, without vote, and as such shall not be subject to election by the membership.

SECTION 2. EXECUTIVE COMMITTEE. The LUAA Executive Committee shall consist of the President, the Senior Vice President, the Executive Director, and three (3) Alumni Trustees who have served as the past LUAA Presidents for the preceding three (3) years. The President of Lehigh University shall be an ex officio member of the Executive Committee. Except as may otherwise be provided by statute or by resolution of the Board of Directors, the Executive Committee shall possess and exercise the powers of the Board of Directors and shall convene at the call of the LUAA President to act on such matters of policy and procedure as may arise between regularly constituted Board meetings when a special meeting of the Board of Directors is not deemed necessary. The LUAA President and the Executive Director shall be Chair and Secretary respectively of the Executive Committee. A majority of the committee shall constitute a quorum. Actions of the Executive Committee deemed by the Board of Directors to be significant shall be subject to ratification by the Board of Directors in consultation with the President of Lehigh University.

SECTION 3. POWERS AND DUTIES. The Board of Directors shall assist the Executive Director in the strategic planning for the LUAA. Further, the Board of Directors shall ensure that the activities and programs of the LUAA are implemented and carried out in a manner consistent with and in furtherance of the missions of the LUAA and Lehigh University. The Board of Directors may fill any vacancy that may occur in any elective office of the LUAA. Those so elected shall hold office until the next annual meeting of the LUAA at which time any unexpired term shall be filled through election by the membership.

SECTION 4. REGULAR MEETINGS. Regular meetings of the LUAA Board of Directors shall be held at such time and place and on such notice as the LUAA Executive Committee may determine.

SECTION 5. SPECIAL MEETINGS. The LUAA President may call special meetings of the LUAA Board of Directors when conditions warrant, or shall be called upon receipt of a written request, signed by a majority of the LUAA Board of Directors. The Executive Director shall notify each Board member not less than one (1) week before such meeting. The notice shall state the time, place and purpose of the meeting and only such business as shall be stated in such notice shall be transacted at such meeting.
SECTION 6. QUORUM. A majority of the Board members in office shall constitute a quorum for the transaction of business.

SECTION 7. ACTION BY WRITTEN CONSENT. Any action which may be taken at a meeting of the Board of Directors may be taken without a meeting if a consent or consents in writing, setting forth the action so taken, shall be signed by all of the directors and shall be filed with the Secretary.

ARTICLE VI

Board of Directors Positions and Officers:
Appointments and Terms

SECTION 1. OFFICERS. The Officers of the LUAA shall be the President, the Senior Vice President, the Treasurer, and the Secretary. The President and Senior Vice President shall be elected annually for terms of one (1) year, and may be re-elected for one (1) additional term. The President and Senior Vice President will be nominated from alumni with current or former LUAA Board experience.

SECTION 2. EXECUTIVE DIRECTOR. The Executive Director shall be appointed by and report to the LUAA Board of Directors. In lieu of the LUAA employing the Executive Director, the LUAA Board of Directors may determine to contract with Lehigh University to provide the services of an Executive Director. As a part of such contract, the President of Lehigh University in consultation with the LUAA Board of Directors shall determine the compensation of the Executive Director.

SECTION 3. TREASURER AND SECRETARY. The Treasurer and the Secretary shall be appointed by the LUAA Board of Directors and report to the Executive Director. Each shall be appointed annually and serve for a term of one (1) year. Neither the Treasurer nor the Secretary shall be members of the Board or have a vote. In lieu of the LUAA employing the Treasurer and the Secretary, the LUAA Board of Directors may determine to contract with Lehigh University to provide the services of a Treasurer and Secretary. The offices of Treasurer and Secretary may be held by the same person.

SECTION 4. ALUMNI TRUSTEE. The Alumni Trustee is elected annually for a three (3) year term. The previous LUAA President will be nominated to serve the position of the Alumni Trustee. If the previous LUAA President is unable or unwilling to serve in the Alumni Trustee role, the Nominating Committee will nominate an alumnus/alumna with current or former LUAA Board experience to serve in the Alumni Trustee capacity.

SECTION 5. YOUNG ALUMNI TRUSTEE. The Young Alumni Trustee shall be elected annually for a three (3) year term. Young Alumni Trustees will be nominated from alumni who have graduated from Lehigh within the past fifteen (15) years and who have current or former LUAA Board experience.
“SECTION 6. DIRECTORS. The Directors-at-Large, the International director-at-Large, and the Director-on-Campus shall each be elected for a three (3) year term and may be re-elected for one (1) additional term based on the recommendation of the LUAA Nominating Committee.

SECTION 7. EMERITUS MEMBERS. The LUAA Nominating Committee may select retiring Board members to remain involved in Board activity in an emeritus capacity for such terms as may be determined by the Board. An emeritus Board member may attend, without vote, regular meetings of the LUAA Board of Directors.

SECTION 8. EX OFFICIO MEMBERS. The Presidents of the Senior Alumni Council (SAC), the Greek Alumni Council (GAC), the Young Alumni Council (YAC), and the Association of Student Alumni (ASA) shall be considered ex officio members of the LUAA Board of Directors. Each of these Presidents may be represented by a designee (e.g., the Vice President of such organization) at a LUAA Board of Directors meeting in the event of absence of the President. The Senior Alumni Council President shall also represent the Women Who are Widows of Lehigh (WOL).

SECTION 9. TEMPORARY APPOINTMENT. In case of failure of the LUAA to elect a new Board member to succeed one whose term has expired, the then Board member shall continue in office until his/her successor shall be elected.

ARTICLE VII

Board of Directors Positions and Officers: 
Powers and Duties

SECTION 1. POWERS AND DUTIES OF THE PRESIDENT. The President will preside at all meetings of the LUAA and the Executive Committee. The President, in consultation with the LUAA Board of Directors and jointly with the President of Lehigh University, shall oversee the strategic planning of the LUAA. The President shall perform all acts customary to the position of President and such other duties as may be assigned to him by these By-Laws, or from time-to-time, by resolution of the Board of Directors or the Executive Committee. The President will vote at meetings of the Board of Directors only in the event of a tie. The President will serve as an ex officio member of the LUAA Nominating Committee.

SECTION 2. POWERS AND DUTIES OF THE SENIOR VICE PRESIDENT. The Senior Vice President shall have such powers and perform such duties as the Board of Directors may from time-to-time prescribe. In the absence of the President, or the President’s inability to act, the Senior Vice President shall assume the duties of the President. If the Senior Vice President is unable to perform such duties, the Executive Committee will appoint an acting President with approval from the LUAA Board of
Directors. The Senior Vice President will serve as an ex officio member of the LUAA Nominating Committee.

SECTION 3. POWERS AND DUTIES OF THE EXECUTIVE DIRECTOR. The Executive Director, subject to the direction and approval of the LUAA Board of Directors, shall be responsible for managing and conducting all affairs, operations, staffing, business, and programs of the LUAA.

SECTION 4. POWERS AND DUTIES OF THE TREASURER. The Treasurer shall perform all duties incident to the office of Treasurer, including, but not limited to, custody and collection of all funds, and such duties as the Board of Directors or Executive Director may from time-to-time prescribe.

SECTION 5. POWERS AND DUTIES OF THE SECRETARY. The Secretary shall provide for the keeping of minutes of all meetings of the Board of Directors and shall assure that such minutes are filed with the records of the LUAA. The Secretary shall act as custodian of the corporate seal, assuring that it is affixed, when required by law, to documents executed on behalf of the LUAA. The Secretary shall also have such duties as the Board of Directors or Executive Director may from time-to-time prescribe.

SECTION 6. ALUMNI TRUSTEES. The past three (3) presidents of the LUAA Board of Directors will serve as Alumni Trustees. Alumni Trustees shall form the Nominating Committee for selection of future LUAA Board members. Alumni Trustees shall attend all meetings of the Lehigh University Board of Trustees and the LUAA Board of Directors and serve on a LUAA committee.

SECTION 7. YOUNG ALUMNI TRUSTEES. A total of three (3) alumni, having graduated from Lehigh University within the last fifteen (15) years, will serve as Young Alumni Trustees. Young Alumni Trustees shall attend all meetings of the Lehigh University Board of Trustees and the LUAA Board of Directors and serve on a LUAA committee.

SECTION 8. DIRECTORS-AT-LARGE. There shall be at least sixteen (16) and no more than thirty-two (32) Directors-at-Large who shall be elected in the same manner and at the same time as herein prescribed for the election of Board members. Directors-at-Large shall attend all meetings of the LUAA Board of Directors and serve on a LUAA committee.

SECTION 9. INTERNATIONAL DIRECTOR-AT-LARGE. There shall be one (1) International Director-at-Large who shall be elected in the same manner and at the same time as herein prescribed for the election of Board members. The International Director-at-Large shall represent the international alumni population on the LUAA Board of Directors, be an active member of the LUAA, attend all meetings of the LUAA Board of Directors, and serve on a LUAA committee.
SECTION 10. DIRECTOR-ON-CAMPUS. There shall be one (1) Director-on-Campus who shall be elected in the same manner and at the same time as herein prescribed for the election of Board members. The Director-on-Campus will be from the campus community and may be in the employ of Lehigh University. He/she must be an active member of the LUAA. The Director-on-Campus shall attend all meetings of the LUAA Board of Directors and serve on a LUAA committee.

SECTION 11. EMERITUS BOARD MEMBERS. With approval from the LUAA Nominating Committee, former members of the LUAA Board of Directors may continue involvement with the LUAA as emeritus members of the Board and serve on a LUAA committee. Emeritus members will be non-voting members of the Board of Directors.

SECTION 12. COMMITTEES. Committees shall be appointed in the manner and shall have such powers and duties as may be specified by the LUAA Executive Committee. Membership of the committees shall consist of current LUAA Board members and/or former LUAA Board members serving in an emeritus role.

ARTICLE VIII

Standard of Care; Personal Liability; Conflict of Interest

SECTION 1. STANDARD OF CARE. Each director of the LUAA shall stand in a fiduciary relation to the LUAA and shall perform his/her duties as a director, including his/her duties as a member of any committee of the Board upon which he/she may serve, in good faith, in a manner he/she reasonably believes to be in the best interests of the LUAA, and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances. In performing his/her duties, a director shall be entitled to rely in good faith on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared or presented by any of the following:

a. One or more officers or employees of the LUAA whom the director reasonably believes to be reliable and competent in the matters presented.

b. Counsel, public accountants, or other persons as to matters which the director reasonably believes to be within the professional or expert competence of such person;

c. A committee of the Board upon which he/she does not serve, duly designed in accordance with the By-Laws, as to matters within its designated authority, which committee the director reasonably believes to merit confidence.

A director shall not be considered to be acting in good faith if he/she has knowledge concerning the matter in question that would cause his/her reliance to be unwarranted.
SECTION 2. PERSONAL LIABILITY OF DIRECTORS. The personal liability of directors shall be limited to the fullest extent allowed by law. A director of the LUAA shall not be personally liable, as such, for monetary damages for any action taken, or any failure to take any action, unless:

a. The director has breached or failed to perform the duties of his/her office, as set forth in Section 1 hereof, or otherwise imposed by law; and the breach or failure to perform constitutes self dealing, willful misconduct, or recklessness;

b. The responsibility or liability of a director is pursuant to any criminal statute; or

c. The responsibility or liability of a director is for the payment of taxes pursuant to federal, state, or local law.

No amendment to or repeal of this Section shall apply to or have any effect on the liability or alleged liability of any director for, or with respect to, any acts or omissions of such director occurring prior to such amendment or repeal.

SECTION 3. CONFLICT OF INTEREST. The Board has adopted a Conflict of Interest Policy which is separate from these By-Laws and applies to all directors, officers, and staff members of the LUAA. The LUAA Conflict of Interest Policy shall comply with all legal requirements for such policies as applicable to organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. At least thirty (30) days before the annual meeting, the Secretary shall notify all directors of their obligations to agree to abide by the Conflict of Interest Policy and to disclose any potential or real conflicts of interest as defined in the Policy. All directors have the continuing responsibility to bring all related material facts concerning a potential or real conflict of interest promptly and completely to the Board. A director shall not vote or participate in the deliberation of a matter in which such director has a conflict of interest, nor shall such director use his/her personal influence, directly or indirectly in the matter, or be counted in determining the existence of a quorum for the purposes of any action of the Board.

ARTICLE IX
Indemnification

SECTION 1. INDEMNIFICATION OF DIRECTORS, OFFICERS, AND EMPLOYEES

a. THIRD PARTY ACTIONS. The LUAA 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, suit, or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the right of the LUAA) by reason of the fact that he/she is or was a director, officer, employee, or agent of the LUAA, or is or was serving at the request of the LUAA, as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses
(including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him/her in connection with such action, suit, or proceeding if he/she acted in good faith and in a manner he/she reasonably believed to be in, or not opposed to, the best interests of the LUAA, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his/her conduct was unlawful.

The termination of any action, suit, or proceeding by judgment, order, settlement, 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 which he/she reasonably believed to be in, or not opposed to, the best interest of the LUAA, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his/her conduct was unlawful.

b. DERIVATIVE ACTIONS. The LUAA 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 suit by or in the right of the LUAA to procure a judgment in its favor by reason of the fact that he/she is or was a director, officer, employee, or agent of the LUAA, or is or was serving at the request of the LUAA, as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred by him/her in connection with the defense or settlement of such action or suit if he/she acted in good faith and in a manner he/she reasonably believed to be in, or not opposed to, the best interests of the LUAA; except that no indemnification shall be made in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his/her duty to the LUAA unless and only to the extent that the Court of Common Pleas of the county in which the registered office of the LUAA is located or the court in which such action or suit was brought shall determine 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 indemnify for such expenses which the Court of Common Pleas or such other court shall deem proper.

c. PROCEDURE FOR EFFECTING INDEMNIFICATION. Unless ordered by a court, any indemnification under Section 1.a. of this Article (relating to third party actions) or Section 1.b. of this Article (relating to derivative actions) shall be made by the LUAA only as authorized in the specific case upon a determination that indemnification of the director, officer, employee, or agent is proper in the circumstances because he/she has met the applicable standard of conduct set forth in such Section. Such determination shall be made:

i. By the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding; or

ii. If such a quorum is not obtainable, or even if obtainable, if a majority vote of a quorum of disinterested directors so directs, by independent legal counsel in written opinion.
d. **MANDATORY INDEMNIFICATION.** Notwithstanding any contrary provision of these By-Laws, to the extent that a director, officer, employee, or agent of the LUAA has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in either Section 1.a. or 1.b. of this Article, or in defense of any claim, issue, or matter therein, he/she shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him/her in connection therewith.

e. **ADVANCES.** Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the LUAA in advance of the final disposition of such action, suit, or proceeding as authorized by the Board of Directors in a specific case upon receipt of an undertaking by or on behalf of the director, officer, employee, or agent to repay such amount if it shall ultimately be determined that he/she is not entitled to be indemnified by the LUAA as authorized in this Article.

f. **SCOPE.** The indemnification provided in this Article shall not be deemed exclusive of any other rights to which a person seeking indemnification may be entitled under any agreement, vote of disinterested directors, or otherwise, both as to action in his/her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs and personal representatives of such a person.

SECTION 2. **INSURANCE.** The LUAA shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the LUAA, or is or was serving at the request of the LUAA as a director, officer, employee or agent of another non-profit corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, against any liability asserted against him/her and incurred by him/her in any such capacity, or arising out of his/her status as such, whether or not the LUAA would have the power to indemnify him/her against such liability under the provisions of this Article.

SECTION 3. **MODIFICATION.** The duties of the LUAA to indemnify and to advance expenses to a director or officer provided in this Article shall be in the nature of a contract between the LUAA and each such director or officer, and no amendment or repeal of any provision of this Article shall alter, to the detriment of such director or officer, the right of such person to the advance of expenses or indemnification related to a claim based on an act or failure to act which took place prior to such amendment, repeal or termination.

**ARTICLE X**

Amendments and Fundamental Transactions

SECTION 1. **BY-LAW AMENDMENTS.** Except as otherwise provided by law, the LUAA Board of Directors, with a two-thirds (2/3rds) majority present and voting, may
make, and from time-to-time revise, alter, amend, or repeal these By-Laws. By-Law revisions made by the Board of Directors may be altered or repealed by the membership by having three hundred (300) members present at the annual meeting and a three-fourths (3/4ths) vote. A three-fourths (3/4ths) vote of all ballots cast by the membership is required to alter or repeal the By-Laws. Proposals for changes in the By-Laws by the membership must be submitted in writing by at least five hundred (500) members to the Executive Director not less than sixty (60) days before the annual meeting in order to be voted on by the membership in the same manner as provided for the election of officers.

SECTION 2. FUNDAMENTAL TRANSACTIONS. The LUAA has a longstanding and historic supporting relationship to Lehigh University. Accordingly, the approval of Lehigh University shall be required for any of the following actions by the LUAA:

a. Any merger, consolidation, division, dissolution, or liquidation of the LUAA;

b. Any amendments to the Articles of Incorporation of the LUAA;

c. Any amendments to these Bylaws;

d. The sale, pledge, lease, or other transfer of the assets of the LUAA other than transactions occurring in the ordinary course of business.

For purposes of this Section, approval by the Board of Trustees of Lehigh University shall constitute approval by Lehigh University. In addition, the LUAA shall provide the Board of Trustees of Lehigh University a copy of its annual financial reports and other reports that may reasonably be requested by Lehigh University.