

AMENDED AND RESTATED CONSTITUTION OF
THE UNIVERSITY RELIGIOUS LIFE ASSOCIATION AT THE UNIVERSITY OF GEORGIA

Adopted April 3, 2024

ARTICLE ONE: PURPOSE

1.1 The Association exists to facilitate a networking group of religious professionals and leaders on campus, to gather a broad collective of religious professionals and leaders for the purposes of streamlining engagement with the University of Georgia (the "University"), and to cultivate, support, and model interfaith relationships among religious professionals and leaders.

ARTICLE TWO: EXECUTIVE COMMITTEE

2.1 General Powers. The property and business of the Association shall be managed under the direction of the Executive Committee of the Association. In addition to the powers and authority expressly conferred upon it by this Constitution, the Executive Committee may exercise all such powers of the Association, and do all such lawful acts, as are allowed by this Constitution.

2.2 Number, Term of Office and Election or Appointment. The Executive Committee shall consist of the President, the Vice President, the Secretary, the Treasurer and the University Religious Affairs Liaison. The President, the Vice President, the Secretary and the Treasurer shall be elected and removed, and serve for the terms, as set forth in Article Four of this Constitution. The Religious Affairs Liaison(s) shall be appointed to, and removed from, the Executive Committee by the Vice President for Student Affairs of the University in its sole discretion. The University Religious Affairs Liaison shall be a non-voting, ex-officio member of the Executive Committee.

ARTICLE THREE: OFFICERS

3.1 Number, Term of Office and Election. The officers of the Association shall consist of a President, a Vice-President, a Secretary and a Treasurer. The officers shall serve staggered two (2) year terms. The Supervising Members shall elect, by affirmative vote of a majority of a quorum of the Supervising Members, two (2) officers at each annual meeting of the members. The President and the Secretary shall be elected concurrently, and the Vice President and the Treasurer shall be elected concurrently. No person may serve more than two (2) successive terms as an officer of the Association; provided that a person having previously served as an officer shall be eligible to again serve as an officer of the Association upon the second (2nd) anniversary of the expiration of his or her previous final term as officer.

3.2 Nomination and Qualification. Officers may be nominated for election by any member of the Executive Committee or by any Supervising Member present at the meeting when officers are elected. Only Supervising Members may be nominated and elected to serve on the Executive Committee.

3.3 Filling Vacancies. In the case of any vacancy of any office through death, resignation, disqualification, removal or other cause, the Supervising Members, by affirmative vote of a majority of a quorum of the Supervising Members, may elect a successor to hold office for the unexpired portion of the term of officer whose place is vacant.

3.4 President. The President shall preside at, and convene, all Executive Committee meetings and meetings of members of the Association, prepare the agenda for all meetings, be a liaison with the University, sign such papers as may be required by the office, i.e. annual Memorandum of Understanding with the University of Georgia, sign letters and policy statements from the Association, and serve as the primary representative of the Association.

3.5 Vice President. The Vice President shall perform the duties of the President in the case of his or her absence or inability to act. The Vice President shall also be responsible for all internal programs of the Association.

3.6 Secretary. The Secretary shall issue in writing all notices of meetings, keep complete records of the meetings, keep an accurate record of attendance at all meetings of the Executive Committee and all meetings of the members, be custodian of all records of the Association, prepare the Association's annual brochure, sign all such papers as may be required by the office, and perform other such duties as may be incidental to the office.

3.7 Treasurer. The Treasurer shall receive all monies, keep a full account of all monies received and paid out, make financial reports to the Executive Committee at monthly meetings, make biannual written treasurer reports to members of the Association, and collect all dues.

3.8 Removal. Any officer can be removed from office either for or without cause with a three-fourths vote of a quorum of the Supervising Members. A removed officer's successor may be elected at the same or any subsequent meeting to serve the unexpired term of the removed officer.

ARTICLE FOUR: MEETINGS OF THE EXECUTIVE COMMITTEE

4.1 Place of Meeting. The Executive Committee may hold its meetings either within or outside the State of Georgia as set forth in the notice thereof.

4.2 Annual Meeting. The annual meeting of the Executive Committee shall be held on such date and at such time as the Executive Committee shall designate. The Secretary shall give notice of each annual meeting of the Executive Committee at least three (3) days prior to the meeting by regular mail, electronic transmission (e-mail) or personal delivery, but such notice may be waived by any member of the Executive Committee. At an annual meeting of the Executive Committee, any matter relating to the affairs of the Association, whether or not stated in the notice of the meeting, may be brought up for action.

4.3 Regular Meetings. Regular meetings of the Executive Committee may be held without notice of such date and at such time and place as shall from time to time be determined by resolution of the Executive Committee. Notice of every resolution of the Executive Committee fixing or changing the time or place for the holding of regular meetings of the Executive Committee shall be given by regular mail, electronic transmission (e-mail) or personal delivery to each member of the Executive Committee at least three (3) days prior to the first meeting held pursuant to such resolution. The Executive Committee may transact any business that comes before it. Any additional business may be transacted at any regular meeting of the Executive Committee.

4.4 Special Meetings. Special meetings of the Executive Committee shall be held whenever called by any member of the Executive Committee. The Secretary shall give notice of each meeting of the Executive Committee at least twenty-four (24) hours prior to the meeting by regular mail, electronic transmission (e-mail) or personal delivery to each member of the

Executive Committee. Unless otherwise indicated in the notice thereof, any and all business may be transacted at any special meetings.

4.5 Quorum. A majority of the members of the Executive Committee who are entitled to vote shall constitute a quorum for the transaction of business at all meetings of the Executive Committee, but, if at any meeting of the Executive Committee less than a quorum shall be present, a majority of those present may adjourn the meeting from time to time. Any or all of the members of the Executive Committee may participate in any meeting by, or conduct the meeting through the use of, any means of communication by which all members of the Executive Committee participating may simultaneously hear each other during the meeting, and a member of the Executive Committee participating in a meeting by this means is deemed to be present in person at the meeting.

4.6 Required Vote. The affirmative vote of a majority of the members of the Executive Committee present at any meeting and entitled to vote shall be necessary for the passage of any resolution, except as otherwise specifically provided by this Constitution. Other than the University Religious Affairs Liaison(s), who shall be a non-voting member of the Executive Committee, each member of the Executive Committee shall be entitled to one (1) vote.

ARTICLE FIVE: COMMITTEES

5.1 Special Committees. The Executive Committee may appoint such other committees as may be necessary or desirable to help in the furtherance of the Association's purpose, and the duties of any such committees shall be prescribed by the Executive Committee upon their appointment.

5.2 Quorum. Any committee shall act by a majority of its members within the authority delegated to it by the Executive Committee.

ARTICLE SIX: MEMBERS

6.1 Members. The Association shall have two (2) classes of members: (i) Supervising Members and (ii) Supervised Members.

6.2 Supervising Members.

A. Qualifications. Supervising membership in the Association is available to any faith-based professional who:

i. Is appointed by his or her faith community to serve the University community, as evidenced by a letter of appointment (a "Letter of Appointment") from a sponsoring entity affiliated with such faith community, which is signed by an authorized representative of such sponsoring entity and which states that the applicant is officially representing that faith community at the University; provided, in no event shall more than two (2) Supervising Members be sponsored by any one (1) sponsoring entity affiliated with a faith community;

ii. Has received an bachelor's degree, or the equivalent, from an accredited institution; and

iii. Works with students, faculty or staff at the University on average at least ten (10) hours a week during each academic year or advises a registered student organization of the University.

B. Admission. In order to be admitted as a Supervising Member in the Association, a faith-based professional must:

i. Deliver to the Association:

a. A completed application for Supervising Membership of the Association certifying that the faith-based professional meets all of the qualifications set forth in Section 6.2.A. of this Constitution and agreeing to comply with all provisions of this Constitution, as may be amended from time to time, and all provisions of that certain Covenant & Code of Ethics of The University Religious Life Association at the University of Georgia (the "Covenant & Code of Ethics"), as may be amended from time to time;

b. A Letter of Appointment; and

c. A copy of his or her diploma conferring a bachelor's degree, or the equivalent, from an accredited institution, or a copy of his or her transcript evidencing receipt of a bachelor's degree, or the equivalent, from an accredited institution.

ii. Attend a meeting of the members of the Association and be approved for admission as a Supervising Member by a majority vote of a quorum of the Supervising Members at such meeting;

iii. Within two (2) business days of approval as set forth in Section 6.2.B.ii. above, deliver annual dues to the URLA Treasurer whether in person or online; and

iv. Within a reasonable time after approval as set forth in Section 6.2.B.ii. above, attend an orientation session of the Association.

C. Benefits. Supervising Members of the Association will be entitled to the following benefits on and after delivery of annual dues:

i. Inclusion in the Association's orientation brochure;

ii. Voting privileges at meetings of members (one (1) vote per Supervising Member; provided, at any time two (2) Supervising Members are sponsored by the same sponsoring entity, only one (1) of such two (2) Supervising Members shall be entitled to vote on any matter requiring the vote of the Supervising Members and the vote of such one (1) Supervising Member shall bind both Supervising Members with respect to such matter);

iii. Such other benefits as the University or the Association may from time to time choose to bestow.

D. Annual Dues. Following admission, each Supervising Member may renew his or her membership annually by delivering to the Association:

i. A completed application for renewal of membership of the Association which must be received by the Association no later than two (2) business days prior to the first meeting of the year; and

ii. Then-applicable annual dues which must be delivered to the URLA treasurer whether in-person or online at or before the first meeting of the year; provided, the Supervising Member may submit a letter requesting a waiver of all or part of annual dues, which letter shall explain in sufficient detail the extenuating circumstances for such request, and the Executive Committee may approve or deny such request. In the event the Executive Committee denies such request, the Supervising Member shall immediately submit then-applicable annual dues.

For purposes of this Constitution, "Association Year" shall mean that period of time commencing on August 1 and ending on July 31 of each calendar year.

E. Automatic Removal. A Supervising Member shall automatically be removed from the Association, without any action of the Executive Committee or the Supervising Members, in the event he or she does not:

- i. Attend at least one-half of meetings of the members of the Association in any Association Year; or
- ii. Submit an application for renewal of membership or annual dues (except if the Executive Committee approved a waiver thereof), each as set forth in Section 6.2.D. above; provided, if a Supervising Member is removed solely pursuant to this Section 6.2.E.ii., such Supervising Member shall be permitted to re-apply for admission to the Association in accordance with Section 6.2.B. at any time.

In the event any Supervising Member is automatically removed pursuant to this Section 6.2.E., such Supervising Member may submit to the Executive Committee a letter requesting to be readmitted as a Supervising Member (without re-applying for admission to the Association in accordance with Section 6.2.B., if applicable), which letter shall explain in sufficient detail the extenuating circumstances that prevented such Supervising Member from attending at least one half of meetings of members of the Association or from timely submitting an application for renewal of membership or annual dues, as applicable, and the Executive Committee may approve or deny such request. In the event the Executive Committee approves such request, the Supervising Member shall immediately submit an application for renewal of membership and then-applicable annual dues (except if the Executive Committee approved a waiver thereof).

F. Removal by Vote. The Supervising Members, by a three-fourths vote of a quorum of the Supervising Members, may remove any Supervising Member:

- i. Who fails to comply with any provision of this Constitution or of the Covenant & Code of Ethics; or
- ii. Who fails to cause his or her Supervised Member or Supervised Members, if any, to comply with all provisions of this Constitution and of the Covenant & Code of Ethics.

6.3. Supervised Members.

A. Qualifications. Supervised membership in the Association is available to any faith-based individual who:

- i. Assists a Supervising Member on behalf by his or her faith community to serve the University community; and
- ii. Either has (i) received an undergraduate degree / a bachelor's degree, or the equivalent, from an accredited institution or (ii) volunteered or worked, either part-time or full-time, for an entity, or entities, affiliated with the faith community that he or she assists to represent, as set forth in Section 6.3.A.i. above, for at least ten (10) years, as evidenced by a letter from each such entity (collectively, "Supervised Member Letters of Experience"), which is signed by an authorized representative of such entity and which verifies the periods of time he or she volunteered or worked for such entity.

B. Admission. In order to be admitted as a Supervised Member in the Association, a faith-based individual must:

- i. Deliver to the Association:

a. A completed application for Supervised Membership of the Association, certifying that the faith-based individual meets all of the qualifications set forth in Section 6.3.A. of this Constitution and agreeing to comply with all provisions of this Constitution, as may be amended from time to time, and all provisions of the Covenant & Code of Ethics;

b. Either (i) a copy of his or her diploma conferring an undergraduate degree / a bachelor's degree, or the equivalent, from an accredited institution or a copy of his or her transcript evidencing receipt of an undergraduate degree / a bachelor's degree, or the equivalent, from an accredited institution or (ii) Supervised Member Letters of Experience;

ii. Attend a meeting of the members of the Association and be approved for admission as a Supervised Member by a majority vote of a quorum of the Supervising Members at such meeting;

iii. Within two (2) business days of approval as set forth in Section 6.2.B.ii. above, deliver annual dues to the URLA Treasurer whether in person or online; and

iv. Within a reasonable time after approval as set forth in Section 6.3.B.ii. above, attend an orientation session of the Association.

C. Benefits. Supervised Members of the Association will be entitled to benefits as the University or the Association may from time to time choose to bestow.

For the avoidance of any doubt, Supervised Members shall not be entitled to vote on any matters at any meetings of the Association, except as otherwise set forth in this Constitution.

D. Annual Dues. Following admission, each Supervised Member may renew his or her membership annually by delivering to the Association:

i. A completed application for renewal of membership of the Association which must be received by the Association no later than two (2) business days prior to the first meeting of the year; and

ii. Then-applicable annual dues which must be delivered to the URLA treasurer whether in-person or online at or before the first meeting of the year; provided, the Supervised Member may submit a letter requesting a waiver of all or part of annual dues, which letter shall explain in sufficient detail the extenuating circumstances for such request, and the Executive Committee may approve or deny such request. In the event the Executive Committee denies such request, the Supervised Member shall immediately submit then-applicable annual dues.

E. Automatic Removal. A Supervised Member shall automatically be removed from the Association, without any action of the Executive Committee or the Supervising Members, in the event he or she does not submit an application for renewal of membership or annual dues (except if the Executive Committee approved a waiver thereof), each as set forth in Section 6.3.D. above; provided, if a member is removed solely pursuant to this Section 6.3.E., such member shall be permitted to re-apply for admission to the Association in accordance with Section 6.3.B. at any time.

In the event any Supervised Member is automatically removed pursuant to this Section 6.3.E., such Supervised Member may submit to the Executive Committee a letter requesting to be readmitted as a Supervised Member (without re-applying for admission to the Association in accordance with Section 6.3.B.), which letter shall explain in sufficient detail the extenuating circumstances that prevented such Supervised Member from timely submitting an application for renewal of membership or annual dues, as applicable, and the Executive Committee may

approve or deny such request. In the event the Executive Committee approves such request, the Supervised Member shall immediately submit an application for renewal of membership and then-applicable annual dues (except if the Executive Committee approved a waiver thereof).

F. Removal by Vote. The Supervising Members, by a three-fourths vote of a quorum of the Supervising Members, may remove any Supervised Member who fails to comply with any provision of this Constitution or of the Covenant & Code of Ethics.

G. Supervision of Supervised Members. Each Supervising Member shall be solely responsible for ensuring his or her Supervised Member or Supervised Members, if any, comply with all provisions of this Constitution and the Covenant & Code of Ethics. The failure of a Supervised Member to comply with all provisions of this Constitution and of the Covenant & Code of Ethics shall constitute grounds for removal of his or her Supervising Member from the Association.

ARTICLE SEVEN: MEETINGS OF THE MEMBERS

7.1 Place of Meeting. The members may hold their meetings either within or outside the State of Georgia as set forth in the notice thereof.

7.2 Annual Meeting. The annual meeting of the members shall be held on such date and at such time as the members shall designate. The Secretary shall give notice of each annual meeting of the members at least three (3) days prior to the meeting by regular mail, electronic transmission (e-mail) or personal delivery, but such notice may be waived by any member. At an annual meeting of the members, any matter relating to the affairs of the Association, whether or not stated in the notice of the meeting, may be brought up for action. In any event, at the annual meeting, officers shall be elected to succeed those whose terms have expired as of the date of such annual meeting.

7.3 Regular Meetings. Regular meetings of the members may be held without notice of such date and at such time and place as shall from time to time be determined by resolution of the members. Notice of every resolution of the members fixing or changing the time or place for the holding of regular meetings of the members shall be given by regular mail, electronic transmission (e-mail) or personal delivery to each member of the members at least three (3) days prior to the first meeting held pursuant to such resolution. The members may transact any business that comes before it. Any additional business may be transacted at any regular meeting of the members.

7.4 Special Meetings. Special meetings of the members shall be held whenever called by any member of the Executive Committee or requested by one-third (1/3) of the Supervising Members. The Secretary shall give notice of each meeting of the members at least three (3) days prior to the meeting by regular mail, electronic transmission (e-mail) or personal delivery to each member. Unless otherwise indicated in the notice thereof, any and all business may be transacted at any special meetings.

7.5 Quorum. Forty percent (40%) of the members of the Association who are entitled to vote shall constitute a quorum for the transaction of business at all meetings of the members, but, if at any meeting less than a quorum shall be present, a majority of those present may adjourn the meeting from time to time. Any or all of the members of the Association may participate in any meeting by, or conduct the meeting through the use of, any means of communication by which all members of the Association participating may simultaneously hear each other during the

meeting, and a member of the Association participating in a meeting by this means is deemed to be present in person at the meeting.

7.6 Required Vote. The affirmative vote of a majority of the members of the Association who are present at any meeting and entitled to vote shall be necessary for the passage of any resolution, except as otherwise specifically provided by this Constitution. Notwithstanding the foregoing, the affirmative vote of three-fourths of the members who are present at any meeting and entitled to vote shall be necessary to (i) remove any officer from office of the Association; (ii) remove any member from membership of the Association; (iii) amend, alter or repeal this Constitution or any provision hereof; and (iv) amend, alter or repeal the Covenant & Code of Ethics or any provision thereof.

7.7 Proxy. Each Supervising Member entitled to attend a meeting of the members or to vote thereat may be represented at such meeting or vote thereat by his or her Supervised Member authorized by a written proxy executed by such Supervising Member. Every proxy shall be revocable at the pleasure of the Supervising Member executing it.

ARTICLE EIGHT: AMENDMENTS

8.1 Amendments to Constitution. The Executive Committee shall have the power and authority to amend, alter or repeal this Constitution or any provision hereof with the affirmative vote of three-fourths of the members of the Association present at any meeting and entitled to vote.

8.2 Amendments to Covenant & Code of Ethics. The Executive Committee shall have the power and authority to amend, alter or repeal the Covenant & Code of Ethics or any provision thereof with the affirmative vote of three-fourths of the members of the Association present at any meeting and entitled to vote.