

**BYLAWS
OF THE
UNIVERSITY OF LOUISVILLE ATHLETIC ASSOCIATION, INC.**

ARTICLE I

Offices

Section 1.1. Principal Office. The principal office and place of business of the Corporation in the Commonwealth of Kentucky shall be located in the City of Louisville. The Corporation may have such other offices, either within or without the Commonwealth of Kentucky, as the business of the Corporation may require from time to time.

Section 1.2. Registered Office. The registered office of the Corporation shall be in the City of Louisville, County of Jefferson, in the Commonwealth of Kentucky. The address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE II

Scope of Corporation

The Corporation shall have control of the program in intercollegiate athletics pursuant to the terms of a written contract with the Board of Trustees of the University of Louisville and shall act as the business and financial agency of that program. The Board of Directors shall have authority to:

- a) Adopt and enforce the necessary rules and regulations governing all questions pertaining to the eligibility of players, intercollegiate relations, and membership in associations of universities and colleges organized for the regulation of athletics;
- b) Be responsible for the business management of all activities, i.e., purchase, lease, receive, own, sell, and convey real and personal property of all kinds, particularly equipment necessary or convenient for participation in athletic training, games and contests provided, however, that any business transactions involving capital expenditures shall be handled through the Vice President for Finance and Administration of the University of Louisville;
- c) Recommend the employment of the Athletic Director and Associate Athletic Director(s), and delegate authority to the Athletic Director to hire other persons necessary for carrying out the purposes of the UofL Athletic Association, Inc. except where other provisions of these by-laws govern specific appointments or where financial obligations of such employment arrangements require action of the Board of Directors to qualify for safe harbor treatment under IRS intermediate sanctions regulations;

- d) Schedule, hold and conduct amateur athletic exhibitions, games and contests, make same open and accessible to the general community, and to establish ticket prices and receive admission fees for these events;
- e) Conduct, receive, and accept donations by gift or trust, and to acquire in any other legal manner monies and properties for investment purposes;
- f) Borrow money, guarantee debts, and give its notes or other obligations therefore and to secure payment thereof by pledging, assigning or mortgaging any property it may own;
- g) Market and promote University of Louisville intercollegiate athletic activities;
- h) Establish programs and enforce rulings in compliance with all pertinent federal and state laws and regulations including Title IX, National Collegiate Athletic Association (NCAA) governance, and [Metro] Conference USA Policies [and] consistent with the goals approved by the Board of Trustees for intercollegiate athletics; and
- i) Engage in any other lawful acts necessary to carry out the objectives and purpose of the Corporation.

ARTICLE III

Governing Bodies and Committees

Section 3.1. Board of Directors. The governance of the Corporation shall be vested in a Board of Directors composed of the President of the University of Louisville; Faculty Representative to the NCAA; and

- a) Eight members of the faculty (in addition to the Faculty Representative) to be appointed by the President, six of whom are elected from the Faculty Assembly, and two appointed by the President from a slate of at least three nominees for each seat provided by the Faculty Senate;
- b) Four administrators appointed by the President;
- c) Two trustees, appointed by the Chair of the Board of Trustees for one year terms (but with the understanding that normally an incumbent will be reappointed for at least one additional term);
- d) Two full-time members of the University of Louisville student body, to be appointment for terms of one year by the President of the University from the nominations provided by the UofL Student Government Association;

- e) One full-time staff member, to be appointed by the President for a one-year term from the nomination provided by the UofL Staff Senate;
- f) Eight persons at-large, appointed by the President from a slate of nominees provided by individuals and interested groups including, but not limited to, the following:

University of Louisville Board of Overseers
University of Louisville Alumni Association
University of Louisville Associates
Lettermen's Club of the University of Louisville

g) The President and two Vice Presidents

At-large members of the Board shall not be considered or chosen as members of any group or organization but shall be appointed on the basis of needed expertise, competency, and commitment to the University of Louisville.

If for any reason there is a change in the status (which shall include changes from full- to part-time University employment, faculty to administrator or vice versa, extended leaves of absence, or termination of employment) of a director, except for directors specified in Section 3.1(f), the directorship shall become vacant; the President shall appoint a replacement for the remainder of the vacated term using the following procedures:

for elected faculty, appointment would be made following an election, as provided in Article III.1(a);

for appointed faculty, after consultation with the Chair of the Faculty Senate;

for appointed students, after consultation with the President of the Student Government Association;

for appointed staff, after consultation with the Chair of the Staff Senate.

Notwithstanding the above, if any of the eight faculty directors receives an approved sabbatical, medical or other leave of absence, the President, upon consultation with the faculty director, may appoint a temporary replacement during such absence from among those eligible faculty members receiving the next two highest number of votes for such seat in the most recent election by the Faculty Assembly.

If a vacancy occurs among the trustee directors, the Chair of the Board of Trustees shall appoint a trustee to fill the vacant directorship.

Section 3.2. Term of Appointment. Initially, the six individuals appointed pursuant to Article III.(1)(f) above shall draw lots to determine the length of their initial terms as follows: two for one year terms, two for two year terms and two for three year terms. Thereafter, unless otherwise specified, the term of appointment for directors shall be for three years.

The terms of the seventh and eighth individuals appointed pursuant to Article III.(1)(f) shall be determined by lots (one for a three year terms and one for a two year term). Thereafter, unless otherwise specified, the term for directors shall be for three years.

Section 3.3. Executive Committee. There shall be an Executive Committee appointed by the Chair of the Board of Directors composed of the Chair or his designee; one trustee; the Faculty Representative to the NCAA; and six members at-large (of whom at least two shall be faculty and one an administrator). The Committee shall act for the Board of Directors in the interim between regular meetings of the Board, and it shall be required that actions of the Executive Committee, not specifically delegated by resolution of the Board, be ratified by the Board. The delegation of power and authority from the Board of Directors to the Executive Committee shall be, as determined by the Board, subject to the limitations imposed by law.

Powers of the Committee shall not extend to amending, altering or repealing the bylaws; electing, appointing or removing any member of any such committee or any director or officer of the Corporation; amending the articles of incorporation, restating articles of incorporation adopting a plan or merger or adopting a plan of consolidation with another corporation; authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the Corporation; authorizing the voluntary dissolution of the Corporation or revoking proceedings therefore; adopting a plan for the distribution of the assets of the Corporation; or amending, altering or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered or repealed by such committee.

Section 3.4. Finance and Budget Committee. There shall be a Finance and Budget Committee, appointed by the Chair of the Board of Directors. It shall be the function of this Committee to recommend the annual operating budget of the Corporation and all financial policy to the Corporation's Board of Directors.

Section 3.5. Personnel Committee. There shall be a Personnel Committee, appointed by the Chair of the Board of Directors. The functions of this committee shall be (i) to recommend the employment of the Athletic Director and the Associate Athletic Director(s), (ii) to receive and act for the Board of Directors on recommendations of the Athletic Director regarding employment of full-time head coaches and (iii) to review annually the performance of the Athletic Director and submit its review to the Board of Directors through its Chair.

Section 3.6. Committee on Academic Performance. There shall be a Committee on Academic Performance composed of the faculty members of the Board of Directors. The Committee will have the authority to examine and evaluate the academic performance of all candidates for intercollegiate athletic teams, to determine their eligibility for competition in intercollegiate athletic teams, to determine their eligibility for competition in intercollegiate athletics in accordance with NCAA Constitution, Article III, Section 2(a), and to take any other action regarding such candidates as may seem necessary or appropriate in the circumstances. Any resulting determinations or actions shall be based upon the academic standards and regulations of the University and its academic units.

Section 3.7. Other Committees. The Chair of the Board of Directors may appoint such other committees for specified purposes as [he may deem] deemed appropriate.

Section 3.8. Organization of the Committees. Each committee (except the Executive Committee) of the Board of Directors shall have a Chair who shall be appointed by the Chair of the Board of Directors, subject to the approval of the Board of Directors.

Section 3.9. Interim Appointment of Faculty Directors. During the transitional period ending July 1, 1984, only the faculty directors referred to in Section 3.1(a) above, shall consist of the six (6) full-time faculty members elected and qualified pursuant to Article III, Section 1(b) of the Bylaws of the University Committee on Intercollegiate Athletics.

ARTICLE IV

Faculty Representative for Athletics

Section 4.1. Appointment of the Faculty Representative. The Faculty Representative for Athletics, herein referred to as the Faculty Representative, shall be appointed by the President from among the faculty members serving on the Board of Directors of the Athletic Association, or from a list of three nominees provided by the Faculty Senate.

However, if the President appoints an elected faculty member of the Board of Directors of the Athletic Association (Section 3.1[a]) as Faculty Representative, the elected faculty seat shall be declared vacant and shall be filled at the next regular election.

Section 4.2. Term of Appointment. The Faculty Representative shall be appointed for a five-year term.

Section 4.3. Review. During the fifth year of service the Faculty Representative shall be reviewed by a committee appointed for that purpose by the President from a list of nominees approved by the Faculty Senate. However, the President, by announcing his intention to the Plans and Policies Committee of the Faculty Senate, may request a review of the service of the Faculty Representative at any time during the term of the Faculty Representative. A review of service of the Faculty Representative may be initiated by the Faculty Senate. The results of any such review shall be submitted in writing to the President of the University and to the Chair of the Faculty Senate.

Section 4.4. Duties. The duties of the Faculty Representative shall be:

- a) To advise the President on athletic matters;
- b) To certify the eligibility of all athletes to the NCAA;
- c) To serve as the University delegate to the NCAA;
- d) To serve as the University delegate to any and all athletic conferences of which the University is or shall become a member;
- e) To serve as a member of the Board of Directors of the Athletic Association;
- f) To report bimonthly to the Faculty Senate.

ARTICLE V

Officers

Section 5.1. Principal Officers. The President of the University of Louisville, or the person acting as such by whatever title designated, shall be Chair of the Corporation's Board of Directors. All other officers of the Board of Directors, except the Chair and the Responsible Officer shall be elected by the Board at its initial meeting and shall serve until their successors are elected and accept office. The officers of the University of Louisville Athletic Association, Inc., shall be a Chair of the Board of Directors; a Vice Chair; a Secretary; a Treasurer; and a Responsible Officer. There may also be such other officers as the Board of Directors may appoint.

Section 5.2. Chair of the Board of Directors. The Chair of the Board of Directors, who shall be President, shall preside at all meetings of the Board of Directors and shall perform such other duties and have such additional powers as may from time to time be prescribed by the Board of Directors. The Chair shall call the regular, special, and annual meetings of the Board of Directors in accordance with these bylaws.

Section 5.3. Vice Chair of the Board of Directors. The Vice Chair of the Board of Directors, who shall be Vice President, shall be nominated by the President from among the faculty or administrator members of the Board, and elected by the Board, to perform all the duties and have all the powers of the Chair during the absence of the latter

and shall perform such other duties and have such additional powers as may from time to time be prescribed by the Board of Directors, including direct supervision of the Compliance Officer and regular coordination with the Responsible Officer and Faculty Representative between meetings on behalf of the Chair.

Section 5.4. Secretary. The Secretary, annually elected by the Board of Directors, shall keep the minutes of all proceedings of the Board of Directors, and shall see that proper minutes and records are kept of all proceedings of committees of the Board. He shall make and keep a proper record thereof which shall be attested by him. In addition, the Secretary shall keep other such books and records as may be required of him by the Board of Directors and shall have charge of the corporate seal. The Secretary shall see that notices are duly given in accordance with these bylaws. He shall generally perform such other and further duties as may be required of him by the Board of Directors. In the absence of the Secretary or in the event of his disability, his duties shall be performed by any Assistant Secretary or by any member of the Board of Directors who may be appointed by the Chair or by the Board of Directors.

Section 5.5. Treasurer. The Treasurer, annually elected by the Board of Directors from its membership, shall have general supervision over the financial matters of the Corporation, and shall see that reports as to the financial conditions of the Corporation are made at each regular meeting of the Board of Directors, or at such other times as may be required by the Board of Directors. The Treasurer generally shall perform such other and further duties as may be required of him by the Board of Directors. In the absence of the Treasurer or in the event of his disability, his duties shall be performed by any Assistant Treasurer or by any member of the Board of Directors who may be appointed by the Chair or by the Board of Directors.

Section 5.6. Responsible Officer. The Athletic Director of the University of Louisville, or the person acting as such by whatever title designated, shall be the Responsible Officer of the Corporation subject to annual review and appointment by the Chairman and also subject to a written delegation of authority to act for the Corporation and shall be an ex-officio, a member of all committees of the Corporation.

Section 5.7. Agents and Employees. The Board of Directors shall have the power to appoint such agents and employees as the Board may deem necessary for transaction of the business of the Corporation.

Section 5.8. Compensation. The compensation of the agents and employees shall be fixed by the Board. Directors shall not receive compensation, but may receive reimbursement for expenditures made in the performance of their official duties, as authorized from time to time by the Board.

Section 5.9. Requirement of Bonds. The Board of Directors may require any officer or agent to file with the Corporation a satisfactory bond conditioned for faithful performance of his duties.

Section 5.10. Removal of Officers, Agents, and Employees. Any officer, agent, or employee elected or appointed may be removed by the Directors whenever in their judgment the best interests of the Corporation will be served thereby. The removal of an officer, agent, or employee shall be without prejudice to the contract rights, if any, of the officer, agent, or employee so removed. Election or appointment of an officer, agent, or employee, shall not of itself create contract rights.

Section 5.11. Indemnification. The Corporation shall, to the fullest extent permitted, by and in accordance with the provisions of, the Kentucky Revised Statutes, Chapter 273 (or corresponding provisions of any subsequent state laws), indemnify each director, officer and member of the Corporation against expenses (including attorney's fees), judgements, taxes, fines and amounts paid in settlement incurred by such person in connection with, and shall advance expenses (including attorney's fees) incurred by such person in defending any threatened, pending or completed action, suit or proceeding (whether civil, criminal, administrative or investigative) to which such person is, or is threatened to be made, a party by reason of the fact that such person is or was a director, officer, or member of the Corporation, or is or was serving at the request of the Corporation as a director or officer, member, partner, employee, or agent of another domestic or foreign corporation, partnership, joint venture, trust or other enterprise. Advancement of expenses shall be made upon receipt of an undertaking, with such security, if any, as the Board of Directors may reasonably require, by or on behalf of the person seeking indemnification or repay amounts advanced if it shall ultimately be determined that such person is not entitled to be indemnified by the Corporation as authorized herein.

Section 5.12. Nonexclusivity of Indemnification. The indemnification provided for by this Bylaw shall not be deemed exclusive of any other rights to which directors, officers, or members of the Corporation may be entitled under any statute, agreement or action of the Board of Directors of the Corporation, or otherwise, and shall continue as to a person who has ceased to be a director, officer, or member of the Corporation, and shall inure to the benefit of the heirs, executors and administrators of such a person.

Section 5.13. Insurance. The Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, or member of the Corporation, or is or was serving at the request of the Corporation as a director, officer, member, partner, employee or agent of another domestic or foreign corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against such person and incurred by such person in such capacity or arising out of such person's status as such, whether or not the Corporation would have the power or be obligated to indemnify such person against such liability under the provisions of this Bylaw or Kentucky Revised Statutes Chapter 273 (or corresponding provisions of any subsequent state laws.)

ARTICLE VI

Meetings

Section 6.1. Annual Meeting of the Board of Directors. The annual meeting of the Board of Directors shall be held during the month of October of each calendar year at the call of the Chair of the Board. At each annual meeting, the Board of Directors shall elect its officers to serve for terms of one year each and until their respective successors are elected and accept office.

Section 6.2. Regular Meetings of the Board of Directors. Regular meetings of the Board of Directors shall be held quarterly in the months of January, April, and June and at the call of the Chair of the Board.

Section 6.3. Special Meetings of the Board of Directors. Special meetings of the Board of Directors shall be held at the call of the Chair or at the request of one-third of the members of the Board of Directors.

Section 6.4. Notice of Meetings of the Board of Directors. At least three days notice, orally or in writing, of each annual, regular, and special meeting of the Board of Directors shall be given by the person calling it or by the Secretary to the members of said Board of Directors, but such notice may be waived by any person entitled thereto. Attendance of a member of the Board of Directors at any meeting shall constitute waiver of notice of such meeting, except when such member attends the meetings for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened. The purpose of any regular or special meeting of the Board of Directors shall be specified in the notice.

Section 6.5. Quorum of the Board of Directors. A quorum shall be a majority of the Directors, provided more than half of the group constituting the quorum are UofL faculty and administrative members, thus satisfying the NCAA requirements for "institutional control and responsibility" (NCAA Constitution, Article 3, Section 2a); but in the absence of a quorum a meeting may be adjourned from time to time by consent of a majority of the voting members present, without notice other than by announcement at the meeting.

Section 6.6. Quorum of the Executive Committee. A quorum shall be a majority of the Executive Committee, provided more than half of the group constituting the quorum are UofL faculty and administrative members, thus satisfying the NCAA requirements for "institutional control and responsibility" (NCAA Constitution, Article 3, Section 2a).

Section 6.7. Organization of Meetings of the Board of Directors. The Chair of the Board of Directors shall preside at all meetings thereof. In his absence, the Vice Chair shall preside, but if both of them be absent, a Chair pro tempore shall be chosen at the meeting from among the voting members of the Board of Directors there present.

The Secretary of the Board of Directors shall act as Secretary of all meetings thereof, but if he be absent, the Chair shall appoint a Secretary pro tempore.

Section 6.8. Executive Committee Meetings. Meetings of the Executive Committee shall be held as often as necessary. Meetings shall be held upon call of its Chair subject to the notice described in Section 6.9.

Section 6.9. Committee Meetings. Before any committee meeting, the Chair of the committee shall, orally or in writing, give at least three days notice to each member of the committee, stating the time, place and purpose thereof. Any committee having any of the power of the Board of Directors shall keep the minutes of its meeting, which shall become part of the minutes of the Corporation upon approval by the Board of Directors. The transactions of each committee during the interim between Board of Directors meetings shall be reported to the next regular meeting of the Board of Directors by the Chair of the respective committees.

ARTICLE VII

Miscellaneous

Section 7.1. Amendments. The Board of Directors may alter, amend or repeal the bylaws of the Corporation at any regular or special meeting at which a quorum is present by the vote of a two-thirds majority of the entire voting membership of the Board of Directors. Formal notification of all proposed changes to the bylaws must be submitted in writing to the Board of Directors at least two calendar weeks before a vote is taken. Changes in the bylaws must be approved by a two-thirds vote of the Board of Trustees of the University who shall be the Members of the Corporation.

Section 7.2. Fiscal Year. The fiscal year of the Corporation shall be the same as that of the University of Louisville.

Section 7.3. Seal. The Corporation may adopt a corporate seal which shall be circular in form and shall have inscribed thereon the name of the Corporation, and the words "Commonwealth of Kentucky," and the word "Seal."

Section 7.4. Waiver of Notice. Whenever any notice is required to be given under the provisions of these bylaws or under the provisions of the laws of the Commonwealth of Kentucky, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.

Section 7.5. Construction. Unless the context specifically requires otherwise, any reference in these bylaws to any gender shall include the other gender; any reference to

the singular shall include the plural; and any reference to the plural shall include the singular.

Section 7.6. Meetings and Records. All meetings of the Corporation shall be considered public meetings and its records as public records, except that strict confidentiality shall be observed with respect to any discussion, action, or communication of the Corporation dealing with contract negotiations, active or possible litigation, personnel matters, real estate matters, or the identity of donors and the nature and terms of gifts.

The above bylaws (including amendments) of University of Louisville Athletic Association, Inc. were adopted by the Members of the University of Louisville Athletic Association as of November 9, 2001.

Katal M. Smith
Assistant Secretary