

**BYLAWS OF THE
ALUMNI ASSOCIATION
OF
THE JOHNS HOPKINS UNIVERSITY**

BALTIMORE, MARYLAND

ARTICLE I - PURPOSE

- 1. The Alumni Association** - The membership of the Alumni Association shall be comprised of all Alumni of The Johns Hopkins University (the “University”) (as that term is defined by the University from time to time). The Alumni who are current dues-payers shall be known as Contributing Members. Senior staff and faculty of the University are also eligible to become dues-paying Contributing Members. Honorary membership in the Association may be granted by the Executive Committee of the Alumni Council.
- 2. Role in the University** - The Association is operated as an integral part of the University and shall assist the university in its Mission.
- 3. Mission of the Alumni Association** – To enrich the alumni experience and foster beneficial relationships in the Johns Hopkins community.

ARTICLE II - THE ALUMNI COUNCIL

- 1. Establishment** – The Alumni Council (the “Council”) was established by the Alumni Association in order to direct the ongoing policies and operations of the Alumni Association. The Alumni Association shall be directed by the Alumni Council.
- 2. Annual Meeting** - The Alumni Council shall meet at least annually to establish policy, reacquaint members with the University and its programs, and advise the University on all alumni related matters.
- 3. Membership and Composition of the Council** - The Council shall consist of approximately seventy-five (75) persons (each a “Council Member”) excluding ex-officio, emeriti, advisory, and Student Representatives. The composition of the Council shall reflect both the divisional distribution and the domestic geographic distribution of alumni, but no fixed quotas shall be defined. Council Members must be alumni and must be Contributing Members of the Alumni Association.
- 4. Terms** – Council Members may serve a maximum of two (2) consecutive terms of three (3) Term Years each. After two (2) consecutive terms, a Council Member shall no longer be eligible to serve unless he or she is an officer or a Divisional Representative (as defined in

Article IV, Section 2), in which case such person shall remain eligible to continue to serve on the Council until the individual is no longer serving as an officer or a Divisional Representative. A former Council Member becomes eligible for reappointment to the Council after a minimum hiatus of one (1) Term Year. It is understood that a Council Member may be elected to serve as an officer or be appointed to serve as a Divisional Representative at the Annual Meeting that occurs immediately following the end of his or her second consecutive term. A former officer or former member of the Executive Committee becomes eligible to serve as a Council Member commencing at the next Annual Meeting after their term as an officer or member of the Executive Committee ends. For the purposes of these Bylaws, each "Term Year" shall commence at the Annual Meeting of the Council and shall end the day before the next Annual Meeting of the Council except for officers or members of the Executive Committee, for whom each "Term Year" shall commence at the Annual Meeting of the Council and shall end on the last day of the next Annual Meeting of the Council.

5. Election to the Council - Council Members shall be chosen by the University President from nominations made by the Executive Committee upon recommendation of the Awards and Nominations Committee. The Council shall include the nine (9) divisional representatives appointed by the Deans of the respective Divisions.

6. Non-Elected Council Members – Certain persons shall be Council Members of the Alumni Council based on the position they hold in the University. These Non-Elected Council Members include:

(i) Past Association Presidents who shall serve as Council Members emeriti, except that the immediate past President shall also serve as an ex-officio Member of the Executive Committee.

(ii) The University's Vice President for Development and Alumni Relations who shall serve as an ex-officio Council Member.

(iii) The Executive Director of Alumni Relations who shall serve as an ex-officio Council Member.

(iv) The staff of the office of Alumni Relations who shall serve as advisory Council Members.

(v) The Student Representatives who shall serve as an ex-officio Council Members.

Ex-officio, emeriti, and advisory Members of the Council (collectively the "Non-Elected Members") shall not be entitled to voting privileges (unless specifically designated within these Bylaws) nor shall they be allowed to serve as Council officers or Members of the Executive Committee (except as provided for in Article IV, paragraphs 4 and 5).

7. Conflict of Interest - In the event any Council Member is or may be an officer, director, stockholder, employee, or have a financial interest in a corporation or other organization with which this Council shall enter into a contract or other transaction; or shall directly or indirectly be a party to or have an interest in any contract or transaction of the Council, he or she shall fully disclose such interest to the Executive Committee. After revealing any such interest, such Council Member shall abstain from voting on any question in reference to said contract or transaction. Subject to compliance with these requirements of disclosure, no contract or other transaction between this Council and any other corporation,

partnership, or individual, shall be affected by the fact that the Council Member of this Council is interested in or is a director or officer of such other corporations, provided that such contract is negotiated on an arm's length basis and is fair and reasonable to the Council.

ARTICLE III - ALUMNI COUNCIL OFFICERS

- 1. Number and Type of Officers** - There shall be five (5) officers of the Alumni Council: President, First Vice President, Second Vice President, Secretary, and Treasurer. Officers shall serve two-year terms. The Officers shall be elected by the Alumni Council from a slate prepared by the Awards and Nominations Committee upon the advice of the outgoing President, the Executive Director of Alumni Relations, and the Vice President for Development and Alumni Relations from among the Contributing Members.
- 2. The Steering Committee** - The officers collectively form the Steering Committee, which shall have authority to make decisions that are too urgent to wait for a scheduled Executive Committee meeting. Such decisions may involve financial items provided such decisions are made with the assistance of the Treasurer and are subject to those safeguards and guidelines that may be established by the Council from time to time. The Steering Committee shall plan the Annual Meeting and shall be responsible for development and fundraising.
- 3. The President** - The President of the Council shall direct the Association and shall preside at all meetings of the Council, the Executive Committee, and the Steering Committee at which he or she shall be present. The President shall have the power and duty to appoint the chairpersons of each Committee and shall determine the membership of each Committee.
- 4. The First Vice President** - The First Vice President shall oversee the work of those Committees assigned by the President and shall carry out such other assignments as directed by the President. In the absence of the President, the First Vice President shall preside at all meetings of the Council, the Executive Committee, or the Steering Committee at which he or she shall be present. The First Vice President shall assume the office of President at the end of the President's term in office.
- 5. The Second Vice President** - The Second Vice President shall oversee the work of those Committees assigned by the President and shall carry out such other assignments as directed by the President.
- 6. The Treasurer** - The Treasurer shall be responsible for the budget and oversee the funds of the Council and shall carry out such other assignments as directed by the President. The Treasurer shall render to the President and to the Executive Committee, whenever requested, an account of the financial condition of the Council.
- 7. The Secretary** - The Secretary shall be responsible for accurate records of Council proceedings and shall answer Bylaws questions and recommend Bylaws changes when necessary and shall carry out such other assignments as directed by the President. The Secretary shall keep the minutes of the meetings of the Council and of any committees at which he or she shall be present in books provided for the purpose; he or she shall see that all

notices are duly given in accordance with the provisions of the Bylaws or as required by law; he or she shall be custodian of the records of the Council; he or she shall perform all duties incident to the office of a secretary of a corporation.

ARTICLE IV - THE EXECUTIVE COMMITTEE

1. Composition - The Executive Committee shall consist of approximately twenty (20) Council Members, including the officers, and be chaired by the President of the Council. It shall meet at least four times a year. It shall approve a budget at its spring meeting, make operational decisions, carry out the policies of the Council, and receive Committee reports and reports from professional staff. Membership on the Executive Committee shall consist of:

- (i) The five (5) Officers
- (ii) The Chairpersons of the six (6) Standing Committees (as defined in Article V).
- (iii) One (1) representative from each of the nine (9) Divisions of the University.

Each Executive Committee Member shall serve on at least one Standing Committee. Special efforts shall be made to insure that there is geographic diversity of Executive Committee membership to provide adequate representation of alumni across the United States and the world.

2. Divisional Representatives – Each Division shall be represented on the Executive Committee by a person appointed by the Dean of that Division from among the Council Members. Divisional Representatives shall serve a two-year term, renewable without limit, but subject to requirements of Council Membership. No Divisional Representative may simultaneously serve as either an Officer or as the Chairperson of a Standing Committee. In the event a person serving as a Divisional Representative shall be elected as an Officer or appointed as the Chairperson of a Standing Committee, that person shall resign as a Divisional Representative and the position of Divisional Representative shall stand vacant until the Dean of that Division shall appoint another person to serve in that capacity. Divisional Representatives must be Contributing Members.

3. Election – Except for the Divisional Representatives who are appointed by the respective Deans, the remaining six members of the Executive Committee shall be elected by the Council from a slate prepared by the Awards and Nominations Committee, and shall serve for two-year terms, renewable without limit, but subject to Council term limits.

4. Ex-Officio Membership - The immediate past president of the Alumni Council shall serve a two-year term as an ex-officio Member of the Executive Committee, without voting privileges. The University's Vice President for Development and Alumni Relations and the Executive Director of Alumni Relations shall be ex-officio Members of the Executive Committee, without voting privileges. Alumni Relations staff liaisons shall be advisory Members of the Executive Committee, without voting privileges.

5. Student Representation - One current student from each Division of the University may serve as an ex-officio Council Member of the Executive Committee, without

voting privileges. Referred to as Student Representatives, they are appointed by the Dean of their respective Divisions to serve a one-year term.

ARTICLE V - STANDING COMMITTEES

1. Designation of Standing Committees - The Standing Committees of the Executive Committee shall be as follows:

- Awards and Nominations
- Marketing and Communications
- Alumni Benefits and Services
- Social and Career Networking
- Student Grants and Programs
- Life-Long Learning

2. Chairpersons of Standing Committees - The Chairpersons of the Standing Committees shall be appointed by the President of the Council, with the advice of the Executive Director of Alumni Relations and shall serve for two-year terms, renewable without limit, but subject to Council term limits. The Chairpersons shall be appointed from among the Executive Committee members.

3. Quorum - At Committee meetings, a majority of Council Members appointed to that Committee shall constitute a quorum and a majority of those present and voting shall determine the outcome.

ARTICLE VI - AD HOC COMMITTEES

1. Number and Scope - The President, with the advice and consent of the Executive Committee, may create ad hoc committees at any time, shall appoint a chairperson, and shall determine their composition and the scope of their assignment.

2. Policy and Long Range Planning – A Policy and Long Range Planning Committee shall be constituted by the President from time to time as an Ad Hoc Committee.

ARTICLE VII - APPOINTMENTS, ELECTIONS, AND VACANCIES

1. Election of Officers - The officers of the Council shall be nominated by the **Awards and Nominations Committee upon the advice of** the President of the Council, the Vice President of Development and Alumni Relations, and the Executive Director of Alumni Relations. The slate of officers shall be ratified by the Alumni Council at large by written or electronic mail ballot in time to take office at the end of the Annual Meeting of the Council at which their terms commence. Ratification is by the majority of votes cast, except that the First Vice President shall automatically be elevated to the office of President.

2. Eligibility to Cast Ballots - All current Council Members, including those whose terms are expiring, are eligible to cast ballots for Executive Committee members. Likewise, outgoing Executive Committee members are eligible to vote for officers.

3. Council Vacancies - Vacancies caused by death, resignation or other reasons shall be filled as follows:

- (i) Council vacancies shall be filled by appointment of the University President
- (ii) Executive Committee vacancies and Officer vacancies shall be filled by Executive Committee election, electronically or in person, in a special session called by the President for that purpose.
- (iii) In the event of a vacancy in the office of President, then the First Vice President shall automatically be elevated to President, and the Executive Committee shall elect a new First Vice President. Those elected or appointed to fill vacancies shall serve out the remainder of the term and then be eligible for election or appointment in their own right, subject to any term limitations set forth in these Bylaws.

4. Timing of Vacancy Appointments - To the extent possible, appointments to vacancies on the Council shall be made prior to September 1 of each year, to be effective at the beginning of the Annual Meeting of the Council.

5. Date of Term Expirations - Terms of all outgoing Council Members (who are not officers or Executive Committee Members) expire the day before the Annual Meeting.

ARTICLE VIII - QUORUMS AND MAJORITIES

1. Council and Committee Quorums - A quorum for the Alumni Council, Executive Committee, or Steering Committee shall be fifty percent (50%) of their current membership respectively.

2. Ballot Quorums - For written or electronic mail ballots on all issues with the exception of the election of officers and Executive Committee members, a quorum shall be calculated as fifty percent (50%) of those persons eligible to participate in the balloting.

3. Calculating a Majority - On all matters where a quorum is present, a simple majority is one (1) more than fifty percent (50%) of those persons present and eligible to participate in the balloting. All officers may participate fully and vote in all meetings they attend, even if they are serving in the capacity of chairperson.

ARTICLE IX - FINANCES

1. Use of Funds - The funds of the Association shall be administered in accordance with the University budget procedures and reported to the Council.

2. Use of Endowment and Non-Budgeted Funds - The Association's endowment or other non-budgeted funds shall be invested and managed by the University as directed by the Executive Committee.

ARTICLE X - ANNUAL MEETING AND SPECIAL MEETINGS

1. Date of Annual Meeting - The Annual Meeting of the Council shall be held between September 1 and November 30 of each year.

2. Time and Place - All meetings of the Council, Regular and Special, shall be held at such time and place as the President shall from time to time direct, with notice and agenda provided to each Council Member at least thirty (30) days in advance. Participation in a meeting via electronic means may be authorized on a case-by-case basis by the President for the discussion and resolution of certain issues before the Council.

3. Special Meetings - A Special Meeting may be called by the President or any four Executive Committee Members acting together by written notice promulgated at some reasonable time prior to the Special Meeting with the agenda being provided to each Council Member.

4. Fiscal Year - The fiscal year of the Council shall coincide with the fiscal year of the University as established from time to time.

ARTICLE XI - REGIONAL AND DIVISIONAL CHAPTERS

1. Designation of Chapters – Chapters of the Association may be created by the Council from time to time. The Council may assist in the development and support of regional and divisional Chapters of the Association.

2. Chapter Governance - All Chapters shall conduct their business in accordance with the Chapter Guidelines adopted by the Executive Committee from time to time and shall undertake programs that augment but do not conflict with the programs of the Association. All Chapter Officers must be Contributing Members.

3. Chapter Representation on the Council - From time to time the Council may invite Chapter representatives to participate in the Annual Meeting of the Council and/or the meetings of the Executive Committee.

4. Chapter Presidents Forum – The Chapter Presidents Forum shall consist of all Chapter Presidents chosen by their respective Chapters. A Member of the Executive Committee shall be designated by the President to chair the Chapter Presidents Forum and to serve as a liaison between the Council and the Chapter Presidents Forum.

ARTICLE XII AMENDMENTS

- 1. With the Approval of the Secretary** – With the prior approval of the Secretary, these Bylaws may be amended by a simple majority, one vote more than fifty percent (50%), of the entire Membership of the Council.

- 2. Without the Approval of the Secretary** – Without the prior approval of the Secretary, these Bylaws may be amended only by a vote of two-thirds (2/3) of the entire Membership of the Council.

- 3. Notice of Voting** – Notice of any amendment shall be provided to the Council Members at least twenty (20) days prior to the date of the vote and shall contain the specific language of the amendment, a comparison showing the new language as compared to the existing language, and a narrative explaining the purpose of the amendment. Notices of Bylaw changes shall be in either written or electronic mail form and shall be sent to each Council Member at the address last provided by that Council Member to the Secretary.

- 4. Alternative Amendment by the Executive Committee** - The Executive Committee shall have the power to make, alter, or repeal these Bylaws at any time by the affirmative vote of two-thirds (2/3) of the membership of the Executive Committee, provided that there is at least twenty (20) days prior written notice of the vote and further provided that the notice shall contain the specific language of the amendment, a comparison showing the new language as compared to the existing language, and a narrative explaining the purpose of the amendment. Any change in the Bylaws enacted by the Executive Committee may be altered or repealed and new Bylaws may be adopted by the affirmative vote of more than fifty percent (50%) of the Council Members, provided that notice is provided to the Council at least twenty (20) days prior to the date of the vote and that the notice shall contain the specific language of the amendment, a comparison showing the new language as compared to the existing language, and a narrative explaining the purpose of the amendment.

CERTIFICATION:

I hereby certify that these Bylaws were approved by the Council by email and U.S. mail ballot on _____.

By: _____
Arno Drucker
Secretary