

**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 comprise all Alumni of The Johns Hopkins University (the “University”) (as that term is defined by the University from time to time and referred to as “Alumni”). Honorary membership in the Association may be granted by the Executive Committee of the Council. Each member of the Alumni Association shall be referred to as a “Member.”
- 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.
- 4. Core Values** – The core values of the Alumni Association are excellence, lifelong relationships, lifelong learning, inclusiveness and diversity, global citizenship, advocacy and Johns Hopkins pride.

ARTICLE II - THE ALUMNI COUNCIL

- 1. Establishment** – The Alumni Council (the “Council”) was established by the Alumni Association in order to develop policies and direct the ongoing operations of the Alumni Association and provide stewardship of Alumni Association assets. The Alumni Association shall be governed by the Council.
- 2. Annual Meeting** - The 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 no more than sixty-four (64) persons (each a “Council Member”) excluding ex-officio, emeriti members and Student Representatives. The composition of the Council shall reflect the divisional distribution, diversity, and the domestic geographic distribution of Alumni, but no fixed quotas shall be defined. Council Members must be both Alumni and current contributors to the Alumni Association. A Member shall be deemed eligible to serve as a Council Member if that Member provides financial support to the University in accordance with that individual Member’s means.

4. Role and Responsibilities of Council Members – The Council Members shall (1) reflect the Alumni Association’s core values; (2) participate in Council meetings and functions; (3) promote Alumni awareness, engagement and commitment to the University; (4) communicate the mission and purpose of the University and Alumni Association to the wider Alumni population, promote increased Alumni participation, and solicit donations, sponsorships and other funds; (5) develop and maintain ties with and be an ambassador to his/her local Alumni Association chapter; (6) develop and maintain ties and act as liaison with his/her University school or division through the Division’s Representative and Dean; (7) maintain a working knowledge of his/her Division’s initiatives and be an ambassador to the Division; (8) work to increase the visibility and vitality of the University and the Alumni Association; (9) support a strong relationship between the Alumni Association and current students; (10) serve actively on at least one Council Committee; (11) maintain a working knowledge of the University’s and Alumni Association’s mission, services, priorities, and programs; (12) encourage highly qualified and diverse prospective students to attend the University; (13) develop working relationships with other Council members; and (14) adhere to the Bylaws of the Alumni Association.

5. 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 in that capacity unless he or she is an officer or a Divisional Representative (as defined in Article IV, Section 3), 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. 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. 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.

5. Election to the Council - Council Members shall be selected by the University President based on a slate approved by the Executive Committee upon the recommendation of the Awards and Nominations Committee. The Council shall include the nine (9) divisional representatives appointed by the Deans of the respective Divisions from among the Council Members.

6. Ex-Officio and Emeriti Council Members – Certain persons shall be ex-officio or emeriti Council Members based on the position they hold in the University. These persons are:

- (i) The immediate Past President of the Alumni Association who shall serve as an ex-officio Member of the Council.
- (ii) Past Association Presidents (other than the immediate Past President) who shall serve as emeriti Members of the Council.

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

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

(v) The Student Representatives (other than the Student Representative who shall serve as Student Engagement Committee Co-Chair and as a member of the Executive Committee) who shall serve as ex-officio Members of the Council.

Ex-officio and emeriti 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 - COUNCIL OFFICERS

1. Number and Type of Officers - There shall be five (5) officers of the Council: President, First Vice President, Second Vice President, Secretary, and Treasurer. Officers shall serve two-year terms.

2. The Steering Committee - The Steering Committee shall be comprised of the Officers, who shall have authority to make decisions that are deemed to be too urgent to wait for a scheduled Executive Committee meeting. Such decisions may involve financial items provided such decisions are made with the approval of the Treasurer and are subject to those safeguards and guidelines that may be established by the Council and the University from time to time. The Steering Committee shall plan the Annual Meeting.

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. The Treasurer shall also be responsible for overseeing the Chairman of the Development Committee with regard to all fund raising activities of the Council in cooperation with the Office of Alumni Relations.

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, shall serve as parliamentarian, 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-one (21) Council Members, including the officers, and be chaired by the President of the Council. It shall approve a budget at its spring meeting, make operational decisions, develop and 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 six (6) Committee Chairpersons.
- (iii) One (1) representative from each of the nine (9) Divisions of the University.
- (iv) One (1) student representative from the Student Engagement 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. Meetings – The Executive Committee shall meet at least four times a year, either in person or by other means at the discretion of the President.

3. Role and Responsibilities of Executive Committee Members – In addition to the roles and responsibilities of the Council Members, the Members of the Executive Committee shall (1) establish policies consistent with the mission and Bylaws of the Alumni Association and the Council; (2) review and recommend the Council’s annual budget to the Alumni Council for approval and adoption; (3) make strategic decisions for the Alumni Association; (4) develop and maintain a strong relationship with the University and Division Alumni Relations staffs; (5) review and distribute Alumni Association Committee reports and reports from the University, the Divisions, and outside consultants; (6) attend and actively participate in Executive Committee’s meetings on campus or by other means.

4. Divisional Representatives – Each Division shall be represented on the Executive Committee by a person appointed by the Dean of that Division from among eligible 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 eligible Council Member to serve in that capacity. A Member shall be deemed eligible to serve as a Divisional Representative if that Member shall provide financial support to the University in accordance with that Member’s means. In addition to the Executive Committee members’ roles and responsibilities (See Article IV, Section 3), the Divisional Representatives shall (1) be the point person for all the Council members from his/her Division, and (2) be an active liaison between the Council and his/her Division. To fulfill this role, the Divisional Representative shall (a) initiate interaction between the Division and the Council, (b) co-ordinate meetings of the Council Members and the Deans of the various Divisions, and (3) report to the respective Dean’s Advisory Council at least annually.

5. Ex-Officio Membership - The immediate Past President of the 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 both 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.

6. Student Representation - One current student from the membership of the Student Engagement Committee shall serve as a member of the Executive Committee, with voting privileges. The Student Representative shall be chosen for a one year term by the student members of the Student Engagement Committee and shall also serve as co-chair of the Student Engagement Committee.

ARTICLE V - STANDING COMMITTEES

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

- Awards and Nominations
- Development
- Communications and Outreach
- Alumni Communities
- Student Engagement
- Student Grants

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. In addition to the roles and responsibilities of Members of the Executive Committee (Article IV, Section 3), the Committee Chairpersons shall (1) Develop and coordinate Committee activities with appropriate staff of the University Office of Alumni Relations and the Executive Committee, such activities to include meeting agendas, minutes, and progress reports, (2) communicate to the Awards and Nominations Committee the committee membership skill sets required for Council Members to maximize Committee effectiveness, (3) regularly update Executive Committee, the Council, and Committee members on Committee decisions and activities, and (4) provide annual reports to the Awards and Nominations Committee and the Executive Committee on the performance and participation of each Committee member. These reports shall be standardized across all Committees and include both a Committee member's self-evaluation and the Chairperson's evaluation of each Committee member.

3. Executive Committee Participation - Each Executive Committee Member shall serve on at least one Standing Committee.

4. 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 reform, or abolish 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 for Development and Alumni Relations, and the Executive Director of Alumni Relations. Officers shall be selected from among the current Council Members. The slate of officers shall be ratified by the Council at large by written or electronic 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 from recommendations made by the Executive Committee upon nominations of the Awards and Nominations Committee.

(ii) Executive Committee vacancies for At-Large members and Officers (other than the President) shall be filled upon recommendation of the Awards and Nominations Committee by Executive Committee election, electronically or in person, in a special session called by the President for that purpose. Vacancies for Divisional Representatives shall be filled by the Deans of the respective Divisions from among the elected Council Members.

(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 next 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 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.

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

4. Funding Plan - The Development Committee, working in conjunction with the Treasurer and the Office of Alumni Relations shall develop and implement a plan for the funding of the activities of the Council.

5. Budget Development - The Alumni Association budget shall be developed by the Treasurer in collaboration with the University Executive Director of the Alumni Affairs and shall be presented to the Executive Committee of the Council review after which it shall be presented for ratification by the full Council no later than forty-five days prior to the next Annual Meeting. After approval by the Council, the Alumni Association budget shall be presented to the University.

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.

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 Council from time to time and shall undertake programs that augment but do not conflict with the programs of the Association. A Member shall be deemed eligible to serve as a Chapter Officers if that Member shall provide financial support to the University in accordance with that Member's means.

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.

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: _____
Anne-Marie McKenzie Brown
Secretary

Approved on _____ June 6, 2013 _____