AMENDED AND RESTATED BYLAWS

GEORGETOWN UNIVERSITY ALUMNI ASSOCIATION, INC.

CONTENTS

ARTICLE I: Name
ARTICLE II: Purposes
ARTICLE III: Membership
ARTICLE IV: The Board of Governors
ARTICLE V: Election of Governors
ARTICLE VI: Officers
ARTICLE VII: Committees of the Association
ARTICLE VIII: Ambassadors
ARTICLE IX: Fiscal Year
ARTICLE X: Bonding of Officials
ARTICLE XI: Alumni Senate
ARTICLE XII: Alumni Clubs and Professional Alliances
ARTICLE XIII: Amendments
ARTICLE XIV: Gender
ARTICLE XV: Indemnity
ARTICLE XVI: Rules of Order

1 Adopted September 26, 2009
Amended October 29, 2011
These Bylaws amend and restate all previous Bylaws of the Georgetown University Alumni Association, Inc.

ARTICLE I

Name

The official name of this corporation is “Georgetown University Alumni Association, Inc.” The corporation may also be known as “Georgetown University Alumni Association” and may be referred to in these Bylaws as the “Association.” For purposes of the corporation’s Certificate of Incorporation, these Bylaws constitute the “constitution” of this corporation.

ARTICLE II

Purposes

The purposes of this Association shall be

- to perpetuate and strengthen bonds of loyalty and friendship among the alumni of Georgetown University (the “University”);
- to sustain and develop the interest and understanding of the alumni in the University’s objectives, program activities, problems, and achievements;
- to maintain permanent records of all alumni of the University, so as to provide an efficient means of communication with the alumni;
to provide for and encourage support for the University, by connecting and reconnecting alumni to the University, through informative communications and direct experiences;

to provide for the establishment, augmentation, and administration of such funds for the accomplishment of any or all of these purposes as may from time to time be deemed appropriate by the Board of Governors, subject to provisions of the Certificate of Incorporation of the Association, including any restrictions, qualifications, directions and/or conditions that may be imposed upon the Association or its Board of Governors by Georgetown University or Georgetown University’s chief executive officer or governing body in accordance with Article Eight of the Certificate of Incorporation;

to establish and maintain such staff as may be necessary to carry on all appropriate administrative activities incident to the means selected from time to time by the Association for the accomplishment of these purposes;

to secure and maintain an alumni house and other building(s), as may be appropriate and consistent with the attainment of these purposes, to serve as a gathering place for all Georgetown alumni, and to house the Association’s staff and records; and

to accomplish, in addition, all the purposes specified in the Association’s Certificate of Incorporation not otherwise mentioned in this Article.
ARTICLE III

Membership

Section 1: The following are eligible for membership in the Association:

a. All persons holding academic or honorary degrees from the University;

b. All persons who attended one of the schools of the University for at least two semesters as a registered member in good standing of a class that has been graduated;

c. All persons who are or have been connected to the University as professors or instructors, with the consent of the President of the Association;

d. All persons who have been elected to honorary membership, with the consent of the President of the Association; and

e. All past members of the House Staff (Residents, Interns, and Fellows) of the Georgetown University Hospital prior to July 1, 2000.

Section 2. Those persons meeting the requirements for membership in the Association pursuant to Article III, Section 1 hereof, shall attain such membership automatically, subject to any action by the Board of Governors to require a dues payment or other affirmative action to activate membership, and shall be vested with full voting rights, as set forth in Article III, Section 3 and Article V hereof.

Section 3. Meetings: Meetings of the Association may be held in the following manner:
a. Meetings of the Association may be called by the President or by the Board of Governors.

b. Written notice stating the place, date, and hour of any meeting of the Association and stating the purpose or purposes for which the meeting is being called shall be given to members by mail email, if consent to such notification is given by the member; publication in Georgetown Magazine (or any successor publication) or publication on the Association’s website, if consent to such notification is given by the member or any combination thereof. Notice shall be given not less than forty-five, nor more than one hundred twenty, days before the date of the meeting. Any notice shall be deemed given when deposited in the United States mail, sent by email or when appearing in Georgetown Magazine or on the Association’s website upon its publication. For purposes of mailing or emailing notices (including notice set forth in Georgetown Magazine), the Association may rely on its record of members and their addresses. If proxies are solicited by the Association, they shall be provided (by mail, email or by inclusion in Georgetown Magazine or on the Association’s website) to members no later than the notice for the meeting with respect to which proxies are solicited.

c. Every member entitled to vote on a matter may authorize another member to act for him by proxy with respect to such matter. The presence in person or by proxy at a meeting of members of the Association entitled to cast 300 votes shall constitute a quorum for the transaction of business at such meeting. The members present at any meeting may adjourn the meeting despite the absence of a quorum. Except as otherwise set forth in the Certificate of Incorporation of the Association
or these Bylaws or as required by applicable law, the vote of a majority of the
members present at a meeting at which a quorum is present shall be the act of the
members of the Association at the meeting.

d. Unless the Board of Governors otherwise provides, the votes with respect
to actions and resolutions voted upon at any meeting of the Association shall be
counted and tabulated (as soon as practicable after such votes and proxies are cast
by the members) by one or more inspectors appointed by the President and
Executive Director of the Association to act at the meeting.

Section 4. The Association shall make a good faith effort to obtain and maintain a record of
the members of the Association, subject to any directions promulgated from time to time by the
Board of Governors of the Association.

ARTICLE IV
The Board of Governors

Section 1. The business and affairs of the Association shall be managed by or under the
direction of the Board of Governors, which may exercise all powers of the Association and do all
lawful acts and things, subject to any limitations set forth in the Certificate of Incorporation of
the Association or these Bylaws. Subject to the provisions of Section 4 below, the following
shall be members of the Board of Governors of the Association:

a. The President of Georgetown University.

b. One Jesuit designated by the President of Georgetown University as the
Jesuit representative to the Association.
c. One member of the faculty, designated by the President of Georgetown University as the faculty representative to the Association.

d. The Executive Director.

e. The Vice President for the Office of Advancement of the University.

f. The Chair of the Board of Regents of Georgetown University.

g. The four most recent living Past Presidents of the Association.

h. The Chair of the Law Alumni Board.

i. The Chair of the Medical Alumni Board.

j. The Chair of the Dental Alumni Board.

k. The President of Hoyas Unlimited.

l. The Chair of the Alumni Admission Program.

m. Forty-two members of the Board of Governors from the alumni body as a whole (“Elected Governors”) chosen or elected by the members of the Association as provided in Article V hereof (subject to Section 4 below). Fourteen Elected Governors shall be elected annually. The term of each Elected Governor shall be three years.

n. The following officers of the Association: the President, the President-Elect, the Treasurer, and the Parliamentarian.
The Chairs of the Standing Committees of the Association (“Appointed Governors”).

Section 2. An Elected Governor shall not serve more than six consecutive years as an Elected Governor and shall not be eligible to seek reelection sooner than one year after expiration of his sixth consecutive year in office.

Section 3. The nominations and elections of the Elected Governors shall be conducted in accordance with the procedures set forth in Article V hereof.

Section 4. Each Elected Governor shall hold office until such Elected Governor’s successor is elected and commences to serve or until such Elected Governor’s earlier death, resignation or removal.

Section 5.

a. Each Governor is expected to attend all Board meetings and meetings of committees on which he serves. Any Governor who, without legitimate excuse, fails to attend two out of three consecutive meetings of the Board or two out of three consecutive meetings of any committee or committees on which he serves, may, in the discretion of the President of the Association, be deemed to have resigned as a Governor.

b. Each Elected Governor shall contribute annually during his or her term of office to the Georgetown University Annual Fund in an amount to be determined in his or her own discretion. Any Elected Governor who, without legitimate excuse, fails to contribute to the Georgetown University Annual Fund in any
given year may, in the discretion of the President of the Association, be deemed to have resigned as an Elected Governor.

Section 6. In the event that one or more Elected Governors is unable or fails to complete his term of service, the President of the Association, in consultation with the Executive Director and the Nominations Committee, shall have the power to fill such vacancy or vacancies by the appointment of a replacement. The appointment of each replacement Elected Governor shall be subject to ratification by the Board of Governors at its next meeting. Any replacement Elected Governor whose appointment is not so ratified shall cease to serve as a replacement Elected Governor upon the earlier of a vote of the Board of Governors failing to ratify the appointment or the expiration of a one year period. Each replacement Elected Governor so chosen shall hold office until the end of the term of the Elected Governor for whom he is a replacement and until such replacement Elected Governor’s successor is elected and commences to serve. Time served fulfilling the unexpired term of an Elected Governor shall not count towards the six consecutive year limitation set forth in Article IV, Section 2.

Section 7. Elected Governors who are elected to serve as officers or Appointed Governors shall continue to serve their terms as Elected Governors until their terms as Elected Governors expire.

Section 8. Meetings:

a. There shall be no fewer than three meetings of the Board of Governors each year generally held in the fall (the “Fall Meeting”), the winter (the “Winter Meeting”) and the spring (the “Spring Meeting”). One-third of the members of
the Board shall constitute a quorum. The vote of a majority of the Governors present at any meeting at which there is a quorum shall constitute the act of the Board of Governors, except as may be otherwise specifically provided by the Delaware General Corporation Law or by the Certificate of Incorporation of the Association.

b. The date, time and place of each meeting shall be determined by the President in consultation with the Executive Director. The Executive Director or the President of the Association shall notify all members of the Board of Governors personally, by telephone, telecopy, email, express delivery service or mail not less than ten days in advance of each meeting. Such notice need not describe the purpose of the meeting, except as provided in Article XIII hereof.

c. Any action required or permitted to be taken at any meeting of the Board of Governors may be taken without a meeting, if the action is taken by all members of the Board. The action must be evidenced by one or more written consents describing the action taken, signed by each Governor, and delivered to the Association for inclusion in the minute book.

d. A Governor may waive any notice required by Delaware law, the Certificate of Incorporation or these Bylaws before or after the date and time stated in the notice. Except as set forth below, the waiver must be in writing, signed by the Governor entitled to the notice, and delivered to the Association for inclusion in the minute book. Notwithstanding the foregoing, a Governor’s attendance at or participation in a meeting waives any required notice to the
Governor of the meeting unless the Governor at the beginning of the meeting (or promptly upon the Governor’s arrival) objects to holding the meeting or transacting business at the meeting and does not thereafter formally object to action taken at the meeting.

e. Each chartered Georgetown Alumni Club and Georgetown Alumni Class shall be entitled and encouraged to have its President or delegate attend meetings of the Board of Governors in an advisory (non-voting) capacity.

f. All Senators shall be entitled and encouraged to attend meetings of the Board of Governors or any of its committees in an advisory (non-voting) capacity.

g. All meetings of the Board of Governors shall be open to all members of the Association, except when otherwise provided by the Board of Governors.

h. Absent a vote of the Governors to the contrary, biennially the Board of Governors shall conduct a retreat for the Governors, which shall be planned by the Strategic Review Committee in consultation with the officers.

Section 9. Two Permanent Committees of the Board of Governors, which are the Executive Committee and the Audit and Finance Committee, shall be established as set forth below:

a. **Executive Committee:** The Executive Committee of the Board of Governors shall consist of the President; the President-Elect; the Executive Director; the Treasurer; the Parliamentarian; the Chairs of the Standing Committees of the Association created pursuant to Article VII; the Chair of the Law School Alumni Board; the Chair of the Medical School Alumni Board; and
the Vice President for the Office of Advancement of the University. Each Executive Committee member shall continue to serve until his successor is appointed, unless he is unable to continue to serve or is removed from office.

When the Board of Governors is not in session, the Executive Committee shall have the authority to exercise all powers of the Board of Governors in the management of the business and affairs of the Association, including, but not limited to, all powers expressly conferred on the Board of Governors in the Certificate of Incorporation, or these Bylaws, except as such powers of the Executive Committee may be expressly limited by the Delaware General Corporation law, the Certificate of Incorporation, or resolution adopted by the Board of Governors. In addition, the Executive Committee shall not have the power to amend the Certificate of Incorporation; to merge, consolidate or dissolve the Association; to transfer, sell, dissipate or encumber all or substantially all of the assets or property of the Association; or to amend these Bylaws. The Executive Committee shall be chaired by the President. One-third of the number of members of the Executive Committee shall constitute a quorum for the transaction of business, and, except as may otherwise specifically be provided by statute or by the Certificate of Incorporation or these Bylaws, the vote of a majority of members present at any meeting at which there is a quorum shall be the act of the Executive Committee. Meetings of the Executive Committee may be called personally or by telephone, telecopy, email, express delivery service or mail by the President, Executive Director or by any two members of the Executive Committee, on at least five days’ notice, except in an extraordinary
case, where time is of the essence and notice is waived by a majority vote of the Executive Committee. Meetings may be held at such time and place and by such mode of communicating as from time to time shall be described in the notice of such meeting. The Executive Committee shall report to the Board of Governors at each Board of Governors meeting any actions taken by it since the most recent Board of Governors meeting. Agendas of all Executive Committee meetings shall be distributed to each Governor in advance of each Executive Committee meeting. Minutes of the Executive Committee meetings shall be distributed to each Governor prior to the next succeeding meeting of the Board of Governors. All meetings of the Executive Committee shall be open to all Governors and Senators, who may be heard at those meetings upon prior approval of the President.

b. **Audit and Finance Committee.** The Audit and Finance Committee shall assist the Treasurer of the Association in the management of the Association's finances. It shall direct the management of the investment of the Association's corporate treasury, including recommending and implementing an investment strategy, conflict of interest policy, whistleblower policy, document management policy, and a policy regarding the use of the investment assets of the Association. It shall also identify revenue sources for the Association and benefit programs to be offered to alumni. This committee shall be chaired by the Treasurer of the Association. The committee shall meet as needed throughout the year upon notice from the Treasurer.
Section 10. Each Permanent Committee of the Board of Governors, shall keep regular minutes of its meetings and report the same to the Board of Governors.

Section 11. Unless otherwise provided in these Bylaws, Permanent Committee meetings shall be open to committee members and such other persons as are invited by the committee chair.

Section 12. Code of Ethics

a. The Association and its Board of Governors are committed to the highest standards of integrity and ethical conduct.

b. In order to provide standards for Governors to recognize and address ethical issues and effectively carry out their fiduciary obligations to the Association and its various affiliated bodies, the following Code of Ethics has been adopted:

- **Standard of Behavior.** All Governors are representatives of the Association and ambassadors of the University, and as such, should conduct themselves so as to promote a positive image of the Association and the University and in a manner that is consistent with the values of the Association and the University. It is the responsibility of all Governors to interact in a courteous and professional manner with those they encounter in the course of their activities on behalf of the Association and to refrain from any action – whether in a personal or professional capacity – that might be viewed as detrimental to the reputation of the Association or the University.

- **Conflicts of Interest.** Governors should comply with the Association’s conflict of interest policy in all situations where their personal and professional relationships
may create actual or apparent conflicts of interest with the Association. The conflict of interest policy was adopted by the Board of Governors on March 8, 2008, and is set forth at the Board of Governors website.

- **Corporate Opportunities.** In carrying out their duties and responsibilities, Governors should advance the interests of the Association when the opportunity to do so arises. Governors should avoid: (a) taking for themselves personally opportunities that are discovered in carrying out their duties and responsibilities; (b) using Association property or information, or their position at the Association, for personal gain; and (c) competing with the Association, in each case, to the material detriment of the Association. Whether any of the foregoing actions is to the material detriment of the Association will be determined by the Board based on all relevant facts and circumstances, including, in the case of (a) above, whether the Association has previously declined to pursue such proposed corporate opportunity for its own benefit.

- **Confidentiality.** Governors should observe the confidentiality of information that they acquire in carrying out their duties and responsibilities, except where disclosure is approved by the Association or legally mandated. Confidential information includes, but is not limited to, all non-public information about the University, the Association or its members.

- **Fair Dealing.** In carrying out their duties and responsibilities, Governors should promote fair dealing by the Association and its staff and agents in all aspects of the Association’s operations.
• **Protection and Proper Use of Association Assets.** Governors should promote the responsible use and control of the Association’s assets and resources by the Association and its staff. Association assets, such as information, materials, supplies, intellectual property, facilities, software, and other assets owned or leased by the Association, or that are otherwise in the Association’s possession, should be used only for legitimate purposes of the Association.

• **Compliance with Laws, Rules and Regulations.** In carrying out their duties and responsibilities, Governors should comply, and cause the Association to comply, with applicable governmental laws, rules and regulations. In addition, each Governor should bring to the attention of the Association’s Parliamentarian any information known to the Governor that he or she believes constitutes evidence of a violation of any law, rule or regulation applicable to the Association and its activities, by the Association, or any of its staff, or by any Governor.

• **Encouraging the Reporting of Illegal or Unethical Behavior.** Governors should cause the Association to proactively promote ethical behavior and encourage Governors and staff to report evidence of illegal or unethical behavior to appropriate Association personnel as set forth in the Whistleblower policy adopted by the Board of Governors on April 18, 2009, a copy of which is set forth on the Board of Governors website.

c. Any Governor may be removed at any time by the President, with the concurrence of the Board of Governors acting pursuant to Art.IV, sec. 8(a) of these bylaws, for violation of this Code of Ethics or other good cause.
ARTICLE V  
Election of Governors

Section 1. Nominations of candidates to stand for election as Elected Governors shall be made by the Board of Governors on an annual basis, with assistance from the Nominations Committee. The Board of Governors shall, in its reasonable judgment, provide the opportunity and establish the procedures for additional nominations to be made by members of the Association, by petition or otherwise.

Section 2. Elected Governors shall be elected by the members of the Association in such manner, and in accordance with such procedures, as the Board of Governors may determine, including but not limited to solicitation of votes by mail, email, the Association’s web site and/or through Georgetown Magazine; voting directly and/or by proxy; voting at or without a meeting of members of the Association; voting by electronic means, voting with or without written ballots; voting by open or secret ballots, and/or any additional or different procedures that the Board of Governors may determine, consistent with the Delaware General Corporation Law and the Certificate of Incorporation of the Association.

Section 3. In all elections of Elected Governors, the candidate receiving a plurality of the votes properly cast shall be deemed elected.
ARTICLE VI
Officers

Section 1. The officers of the Association shall be a President; a President-Elect; an Executive Secretary, who shall be known as the Executive Director; a Treasurer; a Parliamentarian and such other officers as the Board of Governors may from time to time establish. The officers (other than the Executive Director, who shall be appointed by the President of Georgetown University in accordance with Article Eight of the Certificate of Incorporation of the Association, with the concurrence of the Board of Governors) shall be elected by the Board of Governors. Any officer who is unable to complete his term of office or is removed from office prior to the end of his term may be replaced by election of a replacement by the Board of Governors, upon recommendation from the President, Executive Director and Nominations Committee, for the remainder of the term of office. Any person to be elected as an officer of the Association must be a member of the Board of Governors or a Senator at the time of his election. Each such officer shall exercise such powers and perform such duties as shall be set forth below and such other powers and duties as from time to time may be specified by the Board of Governors. No person may hold more than one office simultaneously.

Section 2. The President, President-Elect, Treasurer and Parliamentarian each shall serve for a period of two years and until his respective successor is duly appointed and commences service, unless he is unable to complete his term or is removed from office. The Executive Director shall serve at the pleasure of the President of Georgetown University.

Section 3. The President, the President-Elect, the Treasurer and the Parliamentarian shall be elected at the Spring Meeting, in even-numbered years, to commence service July 1.
Section 4. Any officer elected by the Board of Governors may resign at any time upon written notice to the President. Any officer elected by the Board of Governors may be removed at any time for good cause shown by an affirmative vote of the Board of Governors.

Section 5. President: When present, the President shall preside at the meetings of the Board of Governors, the Executive Committee, and the membership of the Association. The President shall have and exercise the powers of the Association in accordance with the policies and directives of the Board of Governors.

Section 6. President-Elect: In the absence of the President or in the event of the President’s inability or refusal to act, the President-Elect shall perform all acts pertaining to the office of the President and shall perform all other duties normally incident to the office, and when so acting shall have all the powers of, and be subject to all the restrictions upon, the President. Upon the expiration of the then-President’s term, the President-Elect shall automatically succeed to the office of President of the Association.

Section 7. Executive Director: The Executive Director shall be responsible for the day to day operations of the Association and, at all times when the Board of Governors or the Executive Committee is not in session, shall administer the affairs of the Association in accordance with such policies as the Board of Governors shall from time to time establish. The Executive Director shall ensure that all orders and resolutions of the Board of Governors are carried into effect. The Executive Director may execute contracts on behalf of the Association, under seal of the Association if required, except where required or permitted by law to be otherwise signed.
and executed and except where the signing and execution thereof shall be expressly delegated by
the Board of Governors to some other officer or agent of the Association. The Executive Director
shall be in charge of the preparation and preservation of the Alumni records, including the
minutes of the meetings of the Board of Governors and the members, the authentication of
records of the Association, and the management of the Association’s finances; shall give, or
cause to be given, notice of all meetings of the members and of all meetings of the Board of
Governors; shall serve as liaison between the President of the University and the Association and
the various University Alumni Clubs; and shall be generally charged with the responsibility for
the fostering of closer relationships among the Alumni and the University and its schools. The
Executive Director may also attest all instruments signed by any other officer of the Association.
The Executive Director shall also perform all other duties assigned to him by the President or the
Board of Governors.

Section 8.  **Treasurer:**

a. The Treasurer shall have responsibility for overseeing the Executive
   Director and his staff relative to the custody of the funds of the Association and
   their deposit in appropriate financial or trust institutions designated by the Board
   of Governors; the payout of monies only by checks bearing authorized signatures;
   that full and accurate accounts of receipts and disbursements and other financial
   information are kept in books belonging to the Association; and that accurate
   reports to the Board of Governors of the financial transactions of the Association
   are prepared, which shall be open at any time to the inspection of the Board of
   Governors. The signature of the Treasurer or the Executive Director or his
delegate shall be required for the expenditure or transfer of any monies of the Association.

b. The Treasurer shall publish, at least once in a fiscal year, an accurate and complete report reflecting the financial activities of the Association, setting forth in such a report any income or other funds received by the Association, the expenses of maintaining and carrying out the purposes of the Association, the balance of funds on hand at the beginning and close of the period covered by the report, and any other information requested by the Board of Governors.

c. The Treasurer shall cause the accounts and financial condition of the Association to be audited annually by an accounting firm to be selected by the Board of Governors. The opinion of such an accounting firm with respect thereto is to be submitted to the Board of Governors at its next meeting following the completion of the audit. The Treasurer shall also perform all other duties assigned to him by the President or the Board of Governors.

Section 9. **Parliamentarian:** The Parliamentarian shall be responsible for advising the Board of Governors and all committees and their chairs of the provisions of the Certificate of Incorporation, these Bylaws, the resolutions of the Association and all other governing rules of the Association. In the event of doubt or controversy concerning such rules, the determination of the Parliamentarian shall be binding on the Association, subject to approval of the Board of Governors, if such determination is challenged.
ARTICLE VII

Standing Committees

of the Association

Section 1. There shall be the following Standing Committees of the Association, unless the Board of Governors creates or abolishes one or more to serve the interests of the Association:

a. **Annual Fund Committee** - The Annual Fund Committee shall provide strategic, marketing and fund-raising counsel and leadership for the Annual Fund effort.

b. **Communications and Technology Committee** - The Communications and Technology Committee shall advise the Board of Governors and plan and develop programs regarding the Association’s communications, including the use of technology for communications purposes.

c. **Career Services Committee** - The Career Services Committee shall work with the director of career services to plan and implement a full-scale alumni career service program. Its responsibilities shall include, but not be limited to, the following: the expansion of the Georgetown Career Network, including recruitment and communication with alumni volunteers; the exploration and development of career-based special interest groups; the fostering of mentoring and networking opportunities; the coordination of activities and programs with career services offices around the University; and the employment of technology to advance the career service goals of the Association.
d. **Campus Engagement Committee.** The Campus Engagement Committee engenders greater alumni participation in the affairs of each of Georgetown’s campuses – Undergraduate, Law, Medicine and Graduate – and greater involvement of the constituencies of those campuses - students, faculty and administrators – in the activities of all Georgetown alumni.

e. **Alumni Club Committee** - The Alumni Club Committee shall be the advisory board for all University Alumni Club business and initiatives, and the conduit for information about the University and the Association to its regional communities throughout the country and the world.

f. **Class Advancement Committee** - The Class Advancement Committee’s mission shall be to support the class leaders in their roles in communications, events, reunions and fund raising and to assist in recruiting, training, and providing program support for alumni class leaders.

g. **Awards Committee** - The Awards Committee shall select the recipients of the John Carroll, Patrick Healy, Timothy Healy, William Gaston, Founders, Apollonian, 1820, and Georgetown University Alumni Association Faculty Recognition Awards and any other awards created by the Board of Governors. The recipients shall be selected from nominations submitted by alumni and by university staff. The awards shall be conferred upon alumni and patrons of the University in recognition of their outstanding volunteer service and contributions to the University and/or the Association. Meetings of the Awards Committee are confidential and open only to the committee members.
h. **Nominations Committee** - The Nominations Committee shall select nominees for Elected Governors to the Board of Governors and the officers of the Association. Meetings of the Nominations Committee are confidential and open only to committee members. (i) Each fall, the committee shall request that members of the Association and the University community nominate persons to stand for election to the Board of Governors. The committee shall meet at the Winter Meeting of the Board of Governors to review all nominees. Each nominee shall submit a personal statement and at least one letter of support from a member of the University community. The committee shall select a slate of candidates, which it shall submit to the Board of Governors for approval. If approved, the slate of candidates shall then be presented to the membership of the Association for election, as provided in Article V hereof. (ii) To facilitate election of the officers of the Association the committee shall solicit nominations from current members of the Board of Governors and Senators. The committee shall review each nomination. Each nominee to be an officer shall submit a personal statement and letters of support from at least one Governor and/or Senator. The committee shall recommend officer candidates to the Board of Governors, which then shall approve or reject the candidates at the Spring Meeting.

i. **Strategic Review Committee** - The Strategic Review Committee shall evaluate the effectiveness of the planning and practices of the Board of Governors as a whole, the Committees of the Board of Governors and the Committees of the Association. The committee shall also consult with the officers of the Association on the planning and execution of the biannual Board of Governors’ retreats. It
shall undertake periodic surveys of Association membership to measure the Board of Governors’ success in serving its constituency and in identifying Governors’ concerns.

Section 2. The President shall appoint members of the Board of Governors and Senators and, in appropriate cases, other active members of the University’s alumni community to serve on the Standing Committees of the Association, at the pleasure of the President.

Section 3. The President, in his discretion, shall appoint the Chair of each Standing Committee, subject to the approval of the Board of Governors.

Section 4. Ad Hoc Committees: The President may create one or more other committees and appoint members of the Board of Governors, Senators and, in appropriate cases, other active members of the University’s alumni community, to serve on Ad Hoc Committees of the Association, at the pleasure of the President.

Section 5. Meetings: The Standing Committees shall meet as necessary upon notice from the committee chair. Members of any committee of the Association, including the Permanent Committees, may participate in any meeting, except those held during a Fall Meeting, Winter Meeting or Spring Meeting of the Board of Governors, by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can communicate with each other, and such participation in a meeting shall constitute presence in person at the meeting. In extenuating circumstances, with the approval of the President, a
committee member may participate in a committee meeting held during the Spring Meeting, Fall Meeting or Winter Meeting by means of conference telephone or similar communications means.

Section 6. Each committee of the Association, whether Permanent, Standing or Ad Hoc, shall keep regular minutes of its meetings and report the same to the Board of Governors.

Section 7. Unless otherwise provided in these Bylaws, committee meetings shall be open to committee members and such other persons as are invited by the committee chair.

Section 8. The Board of Governors, the Executive Committee and the Standing Committees of the Association or of the Board of Governors, any ad hoc committees of the Association, or any other committees appointed by the Board of Governors, may serve as advisory committees to the President of Georgetown University.

ARTICLE VIII

[Reserved]

ARTICLE IX

Fiscal Year

The fiscal year of this Association shall commence on July 1 and end on June 30 of each calendar year.

ARTICLE X

Bonding of Officials
The President, the President-Elect, the Treasurer, the Executive Director of the Association, and other individuals empowered to handle and to disburse Association funds will be bonded in amounts determined by the Board of Governors.

ARTICLE XI
Alumni Senate

Section 1. There shall be an honorary auxiliary of the Board of Governors known as “the Alumni Senate.” The Alumni Senate shall consist of all former officers of the Association and all former members of the Board of Governors. The Alumni Senate shall be divided into two categories – Senators and Senators Emeriti.

a. Senators: Those individuals who are engaged in the activities of the Association in accordance with subsection (1) of this section, and desire to continue such active participation, shall be termed Senators.

   (1) Each year Senators are expected to participate in one or more committees of the Association and attend meetings of the committees on which they serve and the meetings of Board of Governors. Any Senator who, without legitimate excuse, fails to attend to the duties of a Senator may, in the discretion of the President of the Association, no longer be deemed to be a Senator.

   (2) Each year, each Senator will be asked in writing by the Executive Director to advise the Executive Director whether he
desires to serve as a Senator during the next year. Failure to respond to such a request within thirty days of mailing of said request by the Executive Director will automatically place the member in the Senator Emeritus classification.

(3) Each Senator shall contribute annually to the Georgetown University Annual Fund in an amount to be determined in his or her own discretion. Any Senator who, without legitimate excuse, fails to contribute to the Georgetown University Annual Fund in any given year may, in the discretion of the President of the Association, be deemed to have resigned as a Senator.

(4) A Senator Emeritus may resume status as a Senator upon written or email notification to the Executive Director, including agreement to comply with the requirements of subsection (1) of this section.

b. Senators Emeriti: Those individuals who, for various reasons, are not actively engaged in the affairs of the Board of Governors as provided above shall be classified as Senators Emeriti.

Section 2. Members of the Alumni Senate will be entitled to attend, and Senators are expected to attend, meetings of the Board of Governors, where they shall have the privilege of debate, but not of voting. Senators will be entitled and expected to participate in at least one Standing or Ad Hoc Committee of the Board of Governors if so appointed by the President and shall have the privilege of voting in those committees. Senators shall receive regular mailings
pertaining to meetings of the Board of Governors. Senators may be appointed to be an officer of the Association, or a member or chair of a committee of the Association.

ARTICLE XII

Alumni Clubs and Professional Alliances

A. Alumni Clubs

Section 1. The Association shall recognize all University Alumni Clubs duly organized and chartered pursuant to the provisions of this Article of these bylaws.

Section 2. Each University Alumni Club accepting the conditions set forth by the Board of Governors shall be chartered by the Association.

Section 3. In any local area in which there is an established University Alumni Club or Clubs, no additional club or clubs of that area shall be chartered hereunder without the written consent of the existing Club or Clubs of that area, with the exception that, in the event the Board of Governors of the Association shall determine that any such Club has withheld such consent unreasonably, then another University Alumni Club or Clubs may be chartered in that area by action of the Board of Governors of the Association. The boundary line of territory within which such new Club may meet and from which it may obtain new members and within which it shall perform its activities shall be clearly and specifically defined in its charter, and new boundary lines for the original Club or Clubs within the area shall be defined simultaneously.
Section 4. A University Alumni Club, after receiving its charter hereunder, may, but is not required to, incorporate, subject to the approval of the Board of Governors, only in the name designated in its charter and said Club must agree, as a condition precedent to its incorporation, that as a corporation it will accept and abide by the provisions of this Article XII as amended from time to time, and undertake to carry out the conditions for chartering specified in the Club Manual promulgated by the Association.

Section 5. Any University Alumni Club that fails to conform to any applicable provisions of this Article XII may have its charter hereunder suspended or revoked by the Association, acting through its Board of Governors or its duly authorized representative. The Board or its duly authorized representative may take any or all actions necessary to ensure compliance with the terms of this Article XII. If any University Alumni Club charter shall be suspended or revoked, the affected Club may appeal the action of the Board of Governors in respect thereto to the next meeting of the Board of Governors, and the Board’s action thereon at such next meeting shall be final and binding.

Section 6. Any University Alumni Club President, other officer or board member may be removed for good cause shown by a vote of the Board of Governors, or the Executive Committee of the Board of Governors, or a committee of the Board of Governors duly appointed.

Section 7. The minimum members of any University Alumni Club shall be twenty-five members. Conditions of membership in any University Alumni Club may be determined by the Board of Governors.
Section 8. Any University Alumni Club shall be bound and shall adopt as part of its articles of association or incorporation, charter, constitution, or local club bylaws the following provisions:

This University Alumni Club, as an affiliated member organization of the Georgetown University Alumni Association, is organized exclusively for charitable, religious, educational, and scientific purposes, including for purposes such as the making of any distribution to Georgetown University, as shall at the time qualify it as an exempt organization under Section 501(c)(3) of the United States Internal Revenue Code of 1986, as amended (or corresponding provision of any future United States Internal Revenue laws).

Further, upon the dissolution of any affiliated University Alumni Club, the governing board of the University Alumni Club shall, after paying or making provisions for the payment of the liabilities of said University Alumni Club, dispose of all of the assets of the University Alumni Club exclusively as the Board of Governors of the Association shall direct for the purposes for the University Alumni Club or to Georgetown University or other organizations affiliated with Georgetown University organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization under Section 501(c)(3) of the United States Internal Revenue Code of 1986, as amended, (or the corresponding provision of any future United States Internal Revenue laws), or, if the Board of Governors of the Association has not so directed, then as the governing board of said University
Alumni Club shall determine. Any such assets not so disposed of shall be disposed of by a court of appropriate jurisdiction having supervision over nonprofit organizations in the county in which the principal office of the University Alumni Club is located, exclusively for charitable, educational, religious or scientific purposes or to such organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

B. Professional Alliances

Section 1. The Association shall recognize all Professional Alliances duly organized and chartered pursuant to the provisions of this Article XII(B) of these bylaws.

Section 2. Each Professional Alliance, as a condition precedent to its charter by the Association, shall agree to accept and abide by the provisions of this Article XII(B) and any and all other requirements specified in the GUAA Professional Alliance Guidelines (“GUAA Professional Alliance Guidelines”) promulgated by the Association through the Board of Governors’ Career Services Committee or other duly authorized representative, both as amended from time to time.

Section 3. Each Professional Alliance considered for charter by this Association shall submit its application for charter to the Career Services Committee of the Board of Governors, and after the Committee’s review and consideration of the same, the Career Services Committee may recommend to the Board of Governors that it adopt a resolution chartering such Professional Alliance Group, subject to the conditions set forth in this Article XII(B) and the GUAA Professional Alliance Guidelines, both as amended from time to time.
Section 4. Any Professional Alliance that fails to conform and abide by this Article XII(B) and the GUAA Professional Alliance Guidelines may, at the recommendation of the Career Services Committee of the Board of Governors or other duly authorized representative of the Board of Governors, have its charter suspended or revoked by the Association, who shall act through its Board of Governors or other duly authorized representative. The Board, its Career Services Committee or their duly authorized representative may take any and all actions necessary to ensure compliance with this Article XII(B) and the GUAA Professional Alliance Guidelines. If any Professional Alliance’s charter shall be suspended or revoked, the affected Group may appeal such action of the Board of Governors at the next meeting of the Board of Governors, and the Board’s decision on any such appeal shall be final and binding.

Section 5. Any Professional Alliance President, other officer or board member may be removed for good cause shown by a vote of the Board of Governors, the Executive Committee of the Board of Governors, or the Career Services Committee of the Board of Governors.

Section 6. As a condition of maintaining its GUAA charter, each Professional Alliance shall adopt as part of its articles of association or incorporation, charter, constitution or its bylaws the required terms for the same contained in the Professional Alliance Guidelines promulgated by the Career Services Committee, as amended from time to time.
ARTICLE XIII

Amendments

Any member of the Board of Governors may propose an amendment to these Bylaws.

Amendments must be proposed in writing and circulated to the members of the Board of Governors no less than fifteen days prior to the regular or special meeting on which the amendment or amendments are to be considered and voted upon. A vote of a majority of the members of the Board of Governors present and voting at a regular or special meeting of the Board of Governors at which there is a quorum present shall be sufficient to amend these Bylaws.

ARTICLE XIV

Gender

All references in these Bylaws to the masculine shall include the feminine.

ARTICLE XV

Indemnity

Each person who is or was a Governor, Senator or officer of the Association shall be indemnified for any action or failure to act while serving in such capacity by the Association to the fullest extent permitted or authorized by the Delaware General Corporation Law. Unless the President of the Association determines that adequate coverage is unavailable at an acceptable cost, the Association shall be obligated to maintain insurance, at its expense, for its benefit in respect of the indemnification set forth in this article and for that of any person whether or not the Association would otherwise have the power to indemnify such person.
ARTICLE XVI

Rules of Order

Subject to the provisions of these bylaws, the Certificate of Incorporation and the Delaware General Corporation Law, all meetings of the Board of Governors will be conducted in compliance with Roberts’ Rules of Order.