

BY-LAWS OF THE ALUMNI ASSOCIATION OF ST. JOHN'S COLLEGE, INC.

AMENDED AND RESTATED AS OF October 1, 2022

These By-Laws have been adopted for the governance of the Alumni Association of St. John's College, Inc., a Maryland non-stock corporation, and are supplemental to, and governed by, the provisions of the Association's Articles of Incorporation.

ARTICLE I DEFINITIONS

The following terms shall have the meanings provided:

"Alumni" shall mean: (a) all who have been awarded a degree by the College, (b) all who have completed at least one semester of undergraduate study or at least one segment of Graduate Institute study but who are not currently enrolled, either (i) in the case of undergraduate students, when the class with which they matriculated has graduated, or (ii) in the case of Graduate Institute students, at the end of three full sessions of the Graduate Institute after the one in which they last enrolled, and (c) all who have been designated as honorary members of the Association. All Alumni are members of the Alumni Association but are not spokespersons for the Association.

"Annual All-Alumni Meeting" (when capitalized) shall mean the annual meeting of all alumni held pursuant to Article IV, Section 1.

"Articles of Incorporation" shall mean the organizational documents of the Association, originally filed on February 14, 1934 in the State of Maryland, as amended and filed on March 6, 1984 and January 17, 1989, and shall include any subsequent amendments thereto duly authorized and filed.

"Association" shall mean the Alumni Association of St. John's College, Inc.

"At-Large Director" shall mean a member of the Board selected in accordance with Article V, Section 2, subparagraph f.

"Board" shall mean the Board of Directors of the Association constituted in accordance with Article V.

"BVG" shall mean the Board of Visitors and Governors of the College.

“College” shall mean St. John’s College in Annapolis, Maryland, and Santa Fe, New Mexico, unless referencing one specific campus.

“Director” shall mean any member of the Board.

“Member in good standing” (not capitalized), so long as the Association’s dues are set at zero, shall mean any member of the Association, per Article III, Section 1.

“Past President” (when capitalized) shall mean the person who last served as President of the Association.

“Petition” shall mean (a) an instrument in writing identified as a petition, or (b) an electronically signed electronic communication, identified as a petition, made by means of a website either managed by the College or approved by the Association which verifies the identity of the member of the Association and is designated by the Board as such. The petition must be signed by a member(s) of the Association and delivered to the Secretary or their designee and should be a request for action in writing.

“Proxy”, with respect to any Annual or Special All-Alumni Meeting, shall mean (a) an instrument in writing signed by a member of the Association or (b) an electronically signed electronic communication made by means of a website either managed by the College or approved by the Association which verifies the identity of the member of the Association and is designated by the Board as such, in both cases delivered to the secretary of the meeting and authorizing a specific person or persons to vote at the meeting on behalf of the Proxy giver. A Proxy must specify the Annual or Special All-Alumni Meeting for which such Proxy is intended and shall not be valid for any other meeting. A Proxy for an Annual All-Alumni Meeting may grant only limited power with respect to a specific item or items contained on the order of business published prior to the Annual All-Alumni Meeting and to any procedural motions directly appurtenant thereto. A Proxy for a Special All-Alumni Meeting may grant only limited power with respect to a specific purpose or purposes contained in the call for such Special All-Alumni Meeting and to any procedural motions directly appurtenant thereto. A written Proxy shall be dated but need not be sealed, witnessed, or acknowledged.

“Special All-Alumni Meeting” (when capitalized) shall mean a Special All-Alumni Meeting held pursuant to Article IV, Section 2.

ARTICLE II

OFFICES

The offices of the Association shall be located at the College in Annapolis, Maryland and Santa Fe, New Mexico. The Association may also have an office or offices in such other place or places as the business of the Association may require and the Board may from time to time appoint.

ARTICLE III MEMBERSHIP

SECTION 1. **MEMBERS.** All Alumni shall be members of the Association.

SECTION 2. **HONORARY MEMBERSHIP. IN THE ASSOCIATION.** _Honorary Membership may be granted by resolution of the Board to any person who shall have rendered valuable and outstanding service to the College or the Association. Honorary alumni have the same rights and responsibilities as any other member of the Association in good standing.

ARTICLE IV MEETINGS OF MEMBERS

SECTION 1. **THE ANNUAL ALL-ALUMNI MEETING.** The Annual All-Alumni Meeting of the members of the Association shall be held on a date and at a place designated in advance by the Board. At least ninety calendar days prior notice of the date and place of the Annual All-Alumni Meeting shall be provided to members of the Association.

SECTION 2. **SPECIAL ALL-ALUMNI MEETINGS.** Special All-Alumni Meetings of the members of the Association (a) may be called by the President or by the President-Elect,; (b) shall be called by the Secretary at (i) the written or electronic request of a majority of the Board or (ii) upon receipt of a Petition by at least fifty members of the Association in good standing, or (c) if the Secretary is not responsive within fifteen days of a request or Petition duly delivered pursuant to clause (b) above, may be called by the persons requesting or Petitioning for such Special All-Alumni Meeting by providing written notification of such call to the Director of Alumni Relations. No Special All-Alumni Meeting shall be called during the sixty calendar days preceding the date of the Annual All-Alumni Meeting if notice of such Annual All-Alumni Meeting has been given. Such call, and any request or Petition triggering a call, shall state the purpose or purposes of the Special All-Alumni Meeting in reasonably specific detail.

Notice of a Special All-Alumni Meeting must be provided to members of the Association at least thirty calendar days before the date of such Special All-Alumni Meeting and shall include the date, time, place and purpose or purposes (in reasonably specific detail) of the Special All-Alumni Meeting. No business may be brought before a Special All-Alumni Meeting unless substantially related to the purpose or purposes included in the notice duly provided to members of the Association.

If a Special All-Alumni Meeting is called which would occur in the sixty days preceding the date of the Annual All-Alumni Meeting, the Board, at its discretion, may include the purpose or purposes for which such Special All-Alumni Meeting has been called in the order of business for the Annual All-Alumni Meeting and such called Special All-Alumni Meeting shall be canceled. Notice of such inclusion in the order of business of the Annual All-Alumni Meeting shall be promptly provided to members of the Association.

If a Special All-Alumni Meeting is called pursuant to clause (c) of the first paragraph of this Section, the appointed Alumni Office Representative shall promptly provide notice of the Special All-Alumni Meeting to the Board, shall post information relating thereto on an appropriate College or Association website freely available to the members of the Association, and shall provide notice to members of the Association.

SECTION 3. QUORUM. At any Annual or Special All-Alumni Meeting, a quorum will be present if an aggregate of twenty-five members of the Association (a) are present in person, over teleconferencing, video conferencing, or by Proxy; or (b) have submitted valid ballots in any election to be conducted.

SECTION 4. ORGANIZATION. At all Annual and Special All-Alumni Meetings, the President shall either preside or designate a Director to preside; in the absence of either of the above a member in good standing chosen by the members in good standing in attendance shall preside. The Secretary shall act as secretary of all Annual and Special All-Alumni Meetings. In the absence of the Secretary, the presiding officer shall appoint a member of the Association who is present to act as secretary of the meeting.

The order of business for the Annual All-Alumni Meeting shall be determined in advance by the Board. In the event the Board fails to determine the order of business, it shall be determined by the presiding officer. Motions to express a sense of the meeting or to refer matters to the Board are in order on any subject. At the end of each Annual All-Alumni Meeting, any member of the Association may present new

business. However, no action binding on the Association may be taken unless at least thirty calendar days' notice of such potential action is provided to members of the Association, and provided, further, that no such binding action may be taken unless at least twenty-five members in good standing are in attendance or by Proxy, for any vote on such proposed action.

SECTION 5. **VOTING.** At any Annual or Special All-Alumni Meeting each member in good standing shall be entitled to cast one vote in person, electronically, or by Proxy on each item of business which comes before the meeting, unless otherwise specified in these By-Laws.

ARTICLE V BOARD OF DIRECTORS

SECTION 1. **PURPOSE AND DUTIES OF THE BOARD.** The business of the Association shall be conducted by the Board, and the property of the Association shall be managed and controlled by the Board, as provided by the Articles of Incorporation and these By-Laws.

SECTION 2. **BOARD MEMBERS.** The Board of Directors of the Association shall consist of the following:

a. The President, (i) who served as President-Elect immediately prior to serving as President and assumes the office of President automatically upon the completion of their predecessor's term as President and thereafter serves a two year term or (ii) who becomes President under the provisions of Article VIII, Section 9 or 10.

b. The President-Elect(i) who is elected by the membership of the Association to a two-year term at the Annual All-Alumni Meeting in the last year of the term of the previous President-Elect or (ii) who is selected to fill a vacancy under the provisions of Article VIII, Section 9 or 10.

c. The Secretary and the Treasurer, elected by the membership of the Association to two-year terms at the Annual All-Alumni Meeting in the last year of the terms of the incumbent officers.

d. The Past President.

e. The Director of Alumni Relations. or their proxy or designee.

f. Twelve At-Large Directors elected by the membership of the Association to two-year terms at its Annual All-Alumni Meetings, with six of the twelve to be elected each year.

g. Student Polity Representatives, elected by each campus polity to represent each school (undergraduate and graduate schools) and campus accordingly. Student representatives will serve at minimum a term of one year, with an option of serving two years. Student Representatives are entitled to attend all Board meetings, with voice but without vote.

All Directors (other than the Director of Alumni Relations and polity representatives) must be members in good standing of the Association in order to exercise their powers as Directors.

The Board may designate a former Director as a "Director Emeritus", provided that no more than three persons may serve as Directors Emeriti at any one time. In designating a former Director as a Director Emeritus, the Board may make such a designation for a limited term or for life, at its option.

SECTION 3. TERMS OF OFFICE. Terms of office begin the first day of the month following the elections. The Secretary, the Treasurer, and each At-Large Director shall serve until their successor is elected.

No person may be elected to the position of Secretary, Treasurer, or At-Large Director for a third consecutive two-year term. No person who has served as President Elect is ever again eligible to serve as President-Elect, provided that a person who has served as President-Elect for a portion of or the remainder of a term due to a vacancy in such office shall be eligible to serve as President-Elect for an additional full term. No person who has served as President is ever again eligible to serve as President-Elect or President, provided that a person who has served as President for a portion of or the remainder of a term due to a vacancy in such office shall be eligible to serve as President-Elect or President for an additional full term. At- Large Directors and officers ineligible for re-election to a particular position may be elected to another position; however, the Past President is ineligible to serve in any position for at least one year after the conclusion of their service as Past President.

SECTION 4. REMOVAL OF OFFICERS AND DIRECTORS.

a. **Grounds for Removal.** Any Officer or Director (other than the Director of

Alumni Relations) may be removed by a majority vote of the Board for the following reasons:

i. Officer or Director fails to be present for two consecutive meetings of the Board during their term. Attendance at a Board meeting may be excused by the Executive Committee for substantial reasons. Acceptance of an Officer or Director's excuse is solely up to the discretion of the Executive Committee.

ii. Officer or Director does not participate in other activities expected of their role, including non-participation in assigned Committees or teams, not providing an annual monetary gift to the college, or other malfeasance, misfeasance, or nonfeasance of duty.

b. Removal by the Board. If an Officer or Director becomes aware of conduct that they reasonably believe warrants removal from the Board, they shall bring the offending behavior to the attention of the Executive Committee within a reasonable time. Within seven days of receiving such notice, the Executive Committee as a whole will make a determination if the conduct warrants a vote on removal by the entire Board. The Executive Committee must inform the individual of the complaint and determination in writing immediately after making a decision.

In the event the board member does not resign and the Executive Committee has determined that the conduct warrants a vote on removal by the Board, the Executive Committee shall bring the issue before the Board at a special meeting to be called within fifteen days and held within thirty days of the Executive Committee's determination. At this meeting, the Board shall discuss the matter and hold a closed ballot vote to determine if the member will be removed from the Board.

In the event the officer or board member does not resign and the Executive Committee has determined that the conduct warrants a vote on removal by the Board, the Executive Committee shall bring the issue before the Board at a special meeting to be called within fifteen days and held within thirty days of the Executive Committee's determination. At this meeting the Board shall discuss the matter and hold a closed ballot vote to determine if the member will be removed from office or the Board.

In the event that the accused officer or Board member resigns or is removed by the Board, the removed Director shall immediately cease to be a member of the Board and of the office, if any, which he or she occupied, and the vacancy shall be filled as provided in Article VIII, Section 9.

c. **Removal by Alumni.** At an Annual or Special All-Alumni Meeting any Officer or Director (other than the Director of Alumni Relations and Directors Emeriti) may be removed by a vote of no fewer than three-quarters of the members in good standing in attendance, in person, over teleconferencing, video conferencing, or by Proxy, at such meeting if adequate notice of such a proposed action has been given. If the vote passes, the removed Officer or Director shall immediately cease to be a member of the Board and of the office, if any, which he or she occupied, and the vacancy shall be filled as provided in Article VIII, Section 9.

SECTION 5. **BOARD MEETINGS.** Regular meetings of the Board shall be held from time to time as determined by the Board, but not less frequently than annually.

Special meetings of the Board shall be held whenever called by the President or the President-Elect. Special meetings of the Board must be called by the President or the Secretary upon written or electronic request of a majority of the Board. The Secretary shall give notice to Board members of each special meeting of the Board at least fifteen calendar days prior to the meeting in writing via email, text, or other electronic delivery as the Board may agree. The notice shall include the proposed agenda of the meeting. Unless otherwise indicated in the notice thereof, any and all business may be transacted at any special meeting of the Board. Notwithstanding the foregoing, any Director for himself or herself may in writing waive notice of the time, place, and agenda of any special meeting.

Directors shall be considered present at any meeting if they are present in person or by conference call or via virtual meeting services. At any meeting at which every Director shall be present, even though without notice, any business may be transacted.

SECTION 6. **QUORUM.** The presence of one-half of the Board (without considering Directors Emeriti) at any meeting shall constitute a quorum for the transaction of business, but if at any such meeting there shall be less than a quorum present, a majority of those present may adjourn the meeting from time to time. If after good faith efforts to convoke a quorum, it appears probable that a quorum will not be gathered, the President may, if necessary, request by notice to the Directors that they vote on specific resolutions electronically. Such resolutions shall be considered passed if a majority of members of the Board cast electronic ballots in the affirmative within fifteen calendar days from the date of notice.

SECTION 7. **PROXIES.** The delegation of any proxy by a Director on matters before the Board is prohibited.

SECTION 8. REQUIRED VOTE. An affirmative vote of a majority of those present at any meeting shall be necessary for the passage of any resolution, the selection of any person, or the taking of any other action, unless otherwise expressly provided. In the case of any resolutions or other action previously discussed at a meeting of the Board, a final vote may be taken electronically (and such resolutions shall be considered passed or such actions taken if a majority of members of the Board cast electronic ballots in the affirmative within fifteen calendar days from the date of notice), provided that upon the request of any three Directors such a vote shall only be taken following an additional discussion at a meeting of the Board.

SECTION 9. ORDER OF BUSINESS. At all meetings of the Board, business shall be transacted in such order as from time to time the Board may determine. At all meetings of the Board the President shall either preside or designate a Director to preside; in the absence of either of the above a Director chosen by the Directors present shall preside. The Secretary shall act as Secretary of all meetings of the Board and shall keep a record of all actions taken. In the absence of the Secretary, the presiding officer may appoint a Board member present to act as Secretary.

ARTICLE VI OFFICERS

SECTION 1. OFFICERS. The officers of the Association shall consist of a President, President-Elect, Secretary, and Treasurer, selected as prescribed in Article VII. The officers of the Association shall perform their enumerated and implied duties subject to the general oversight of the Board, and shall perform the duties specified in these By-Laws and in any operating resolutions adopted by the Board.

SECTION 2. DUTIES OF THE PRESIDENT. The President shall be responsible to the Board and to the Association membership for the faithful execution of the business and interests of the Association under the operation of the Articles of Incorporation, these By-Laws, and any operating resolutions adopted by the Board. The President shall keep the Board fully informed and shall freely consult with them concerning the business of the Association.

SECTION 3. DUTIES OF THE PRESIDENT-ELECT. The President-Elect shall chair the Nominating Committee.

SECTION 4. DUTIES OF THE SECRETARY. The Secretary shall perform the duties ordinarily incident to the office of Secretary of a corporation.

SECTION 5. DUTIES OF THE TREASURER. The Treasurer shall perform the duties ordinarily incident to the office of treasurer of a corporation, including the filing

of appropriate federal and state tax returns.

ARTICLE VII EXECUTIVE COMMITTEE

The Executive Committee shall consist of the President, who shall act as chair, the President-Elect, the Secretary, the Treasurer, the Past President, and two At-Large Directors, each of whom is nominated by the Nominating Committee and elected by the Board to serve a one-year term coincident with the Board year. All of the business and affairs of the Association in the intervals between regular and special meetings of the Board is delegated to the Executive Committee.

At all meetings of the Executive Committee the President shall either preside or designate a member of the Executive Committee to preside; in the absence of either of the above a member of the Executive Committee chosen by the members of the Executive Committee present shall preside. The Secretary shall act as secretary of all meetings of the Executive Committee and shall keep a record of all actions taken. In the absence of the Secretary, the presiding officer may appoint a Board member present to act as Secretary.

At any meeting of the Executive Committee at least five committee members present shall constitute a quorum. At least four affirmative votes are required for any action. At the special request of any Executive Committee member, two calendar days' notice to committee members of Executive Committee meetings shall be required.

ARTICLE VIII ELECTIONS

SECTION 1. GENERAL PROVISIONS. All elections shall be conducted as required under these By-Laws and pursuant to any operating resolutions adopted by the Board. No such operating resolutions may be adopted by the Board that do not treat candidates nominated by the Board and candidates nominated by Petition equally, nor shall any such resolutions in operation result in an undue burden upon candidates nominated by Petition.

All persons nominated pursuant to this Article must be members in good standing of the Association. No proxy shall be effective to vote on any elections conducted pursuant to this Article.

SECTION 2. NOMINATION OF ASSOCIATION OFFICERS AND DIRECTORS. In each Board/college year at least one candidate for each of the offices of the

Association open to election in that fiscal year and at least one candidate for each At Large Director position for which the term is ending or has been vacated shall be selected by the Nominating Committee and presented to and ratified by the Board at a meeting sufficiently early to allow for notice of the nominations and distribution of the ballots prior to the Annual All-Alumni Meeting.

SECTION 3. BVG MEMBERS ELECTED BY THE ALUMNI. Each year a member of the Association in good standing shall be elected as a member of the BVG for a three-year term starting simultaneously with the regular terms of other members of the BVG, so that there shall be three BVG members elected by the members of the Association, consisting of three terms of one member each. No one may be elected for more than two consecutive terms as an Alumni-elected BVG member pursuant to this Article. Each year at least one candidate shall be selected by the Nominating Committee and presented to and ratified by the Board at a meeting sufficiently early to allow for notice of the nomination and distribution of the ballots prior to the Annual All-Alumni Meeting.

The provisions of this Article relating to the nomination and election of Alumni elected BVG members are subject to provisions of the Polity of the College, if any, covering the same matters.

SECTION 4. NOTICE OF NOMINATIONS BY THE BOARD. Notice of the proposed candidates nominated by the Board and of the opportunity to submit alternate nominations by Petition shall be provided to members of the Association at least sixty calendar days prior to the Annual All-Alumni Meeting at which the relevant elections will be held. The notice shall clearly describe the requirements for and procedure to nominate additional candidates by Petition, the date by which such a Petition must be received in order to include such additional nominees in the election, and the method of delivering such a Petition. The consent of the proposed nominees shall be obtained by the Nominating Committee prior to providing such notice.

SECTION 5. NOMINATION OF ALTERNATE CANDIDATES. Other nominations for any of these positions may be made by Petition (a) by no fewer than twenty-five members of the Association in good standing, (b) accompanied by biographical sketches of the proposed candidates and a certification that the consent of all such persons to becoming nominees has been obtained, and (c) provided to the Secretary or their designee at least thirty calendar days prior to the Annual All-Alumni Meeting at which the relevant elections will be held.

SECTION 6. BALLOTS. At least twenty calendar days prior to the Annual All-Alumni Meeting at which the elections shall be held, the Secretary or their designee shall ensure that a ballot is sent to each member of the Association for whom the

College or the Association shall have an address. The ballot may be in written or electronic form, and may be delivered by a combination of such methods, provided that any member of the Association for whom the College or the Association has a mailing address but not an electronic address shall be sent a written notice describing the method by which a ballot may be obtained upon request.

Ballot information shall include or be accompanied by a notice giving the date by which such ballot must be returned to be counted in the relevant election (which date shall be no more than three calendar days prior to the Annual All-Alumni Meeting at which the election is to be held) and shall provide all pertinent information regarding the candidates running for the various offices, the election process, directions for filling out and returning ballots, the requirement to identify the Association member using the ballot to vote, and such other information as the Board may determine is advisable or necessary. The Board may not take any action concerning the ballots or the election process which places on any or all members in good standing an undue burden in obtaining, completing, or returning a ballot or which affects the election in any way by failing to treat all alumni and candidates equally.

To the extent that more than one election will be held at the Annual All-Alumni Meeting such elections may be combined in one ballot, provided that nominees for vacancy elections shall be voted on separately from nominees for terms beginning in the next fiscal year.

SECTION 7. ELECTIONS. Elections shall be conducted at each Annual All Alumni Meeting. Each member of the Association in good standing attending the meeting shall be entitled to cast (a) one vote for a nominated candidate for each office of the Association when such officers are to be elected at that Annual All-Alumni Meeting, (b) one vote for a BVG member elected by the Alumni, and (c) a number of votes equal to the number of open positions for nominated candidates for At-Large Directors, provided that no member of the Association may cast more than one vote for any individual for At-Large Director. No member of the Association who has submitted a ballot may vote in person at the meeting.

The Secretary or their designee shall ensure that all votes duly cast by ballot and returned by the deadline specified in the notice provided under Section 6 above are included in the tally of votes. The Secretary or their designee shall ensure that records as to which members of the Association have cast valid ballots are available at the Annual All-Alumni Meeting (and retained thereafter) to check that no members of the Association vote more than once, and shall maintain a record of those members of the Association who cast votes in person at the Annual All-Alumni Meeting. If there are any elections to fill vacant terms, as provided below, such elections shall also be conducted at the Annual All-Alumni Meeting, in the same manner as elections for new terms. The candidates receiving the most votes (which need not be a majority) for

each of the officer positions, the BVG member elected by the Alumni, and any vacancy elections shall be declared elected, and the candidates for the open At-Large Director positions receiving the highest number of votes, until all available positions are filled, shall be declared elected; in the event of ties, run-off elections shall be held as provided below.

SECTION 8. RUN-OFF ELECTIONS. Run-off elections shall be held by ballot only, with ballots providing for voting among the candidates tied in the Annual All-Alumni Meeting election. Such ballots will be distributed to members of the Association within five calendar days of the Annual All-Alumni Meeting, and shall call for the return of such ballots within fifteen calendar days of the distribution of the ballots. Information concerning procedures and candidates in the run-off election shall be included in a notice included in or accompanying such run-off ballots substantially in the form contained in the ballots distributed with respect to the Annual All-Alumni Meeting election, subject to such changes as required because of the fact that run-off elections are conducted by ballot only and that alternate nominations are not possible. After the return date the Secretary or their designee shall promptly tally the votes duly cast and certify the winner of the run-off election, and notice of such results shall be provided to the Board and to members of the Association within five business days of the ballot due date.

SECTION 9. VACANCIES. In case of any vacancy on the Board involving the Secretary, the Treasurer, or an At-Large Director, the remaining Directors, at any meeting, may appoint a successor to hold office for the unexpired portion of the term.

If the office of the President becomes vacant before the expiration of their term, the President-Elect shall vacate the office of President-Elect, become President, and remain in that office for the remainder of the unexpired term. If the President-Elect was duly elected (rather than appointed) they shall thereupon continue as President when the next two-year term of the President shall commence. If the President-Elect was appointed by the Board in accordance with this Article, a vacancy election shall be conducted as provided in Section 10 below.

If the office of the President-Elect becomes vacant before the expiration of their term (either through elevation to the office of President as provided above, through resignation, or in some other manner), the Board may nominate and appoint, by majority vote, a member in good standing who had previously been elected as a Director by the members of the Association to serve as President-Elect until a vacancy election may be conducted as provided in Section 10 below.

If the office of President and the office of President-Elect are both vacant simultaneously, the Board may appoint members in good standing who had previously been elected as Directors by the members of the Association to serve as President

and President-Elect until a vacancy election may be conducted as provided in Section 10 below.

In case of a vacancy on the BVG involving an Alumni-elected BVG member, the Board may appoint a successor to hold such position until the end of the unexpired portion of the term, or until such time as a vacancy election at an Annual All-Alumni Meeting may be held as provided in Section 10 below, whichever is earlier.

SECTION 10. VACANCY ELECTIONS. If members of the Association are appointed to fill vacancies in the offices of President or President-Elect, such positions shall be subject to election by members of the Association at the earliest Annual All Alumni Meeting for which the appropriate notice may be provided.

If vacancy elections covering both the offices of the President and the President-Elect are to occur, the Board shall, at its discretion, determine either (a) to hold vacancy elections to fill the unexpired terms only or (b) to hold elections to fill new two-year terms commencing in the fiscal year following the Annual All-Alumni Meeting at which the vacancy election occurs. The terms of the President-Elect and the President shall always end on the same date, and if the Board determines to hold elections in accordance with clause (b) above, the schedule of terms shall be reset, with two-year terms for both offices following regularly upon the expiration of the new two-year terms.

If a member of the Association is appointed to fill a vacancy in the position of Alumni-elected BVG member ninety days or more prior to the Annual All-Alumni Meeting held in either the first or second fiscal year of the unexpired term, such a position shall be subject to election by members of the Association at such Annual All Alumni Meeting.

Vacancy elections shall be conducted substantially in conformity to the nomination and election procedures and standards for regular elections, so that substantially the same notice of nominations made by the Board, opportunity to submit alternative nominations by Petition, and information and balloting opportunities are given to the members of the Association.

SECTION 11. EFFECT OF VACANCY SELECTIONS ON TERM LIMITS. A person selected to serve the remainder of an unexpired term as Secretary, Treasurer or At-Large Director shall not thereby be considered to have been elected to the unexpired term for purposes of any term limitations set forth herein. A person selected to serve the remainder of an unexpired term as President-Elect or President shall not thereby be considered to have been elected to the unexpired term for purposes of any term

limitations set forth herein, provided that if the Board determines that a vacancy election shall elect the President or the President-Elect for a new two-year term, as provided above, the individuals elected shall be subject to the term limitations set forth herein. If any person is selected (either through appointment or election or both) to fill two or more years of an unexpired term of an Alumni-elected BVG member, such person shall be considered to have been elected to that term subject to the term limitations set forth herein; however, if a person is selected (either through appointment or election or both) to fill less than two years of an unexpired term of an Alumni-elected BVG member, such person shall not be considered to have been elected to the unexpired term for purposes of any term limitations set forth herein.

ARTICLE IX COMMITTEES

SECTION 1. NOMINATING COMMITTEE. The Nominating Committee shall consist of the President-Elect, who shall act as chair, the President, the Past President, the Director of Alumni Relations, and five appointed members of the Association in good standing, who may not be current members of the Board. The five appointed members of the Association shall be appointed annually by the President-Elect. The duties of the Nominating Committee shall include submitting nominations to the Board for officers of the Association, At-Large Directors, Alumni-elected BVG members, Directors Emeriti, and such other positions and honors as the Board shall direct. No member of the Nominating Committee shall be eligible for nomination or election to any position nominated by the Nominating Committee.

SECTION 2. OTHER COMMITTEES. Other committees and working or advisory groups as required from time to time to carry out the business of the Association may be established as provided by the Board.

ARTICLE X DUES

Membership dues are currently set at zero. The Association membership has the right to change the amount of dues.

ARTICLE XI AMENDMENTS

SECTION 1. PROCEDURES FOR AMENDMENT. Any and all provisions of these By-Laws may be altered, amended, added to, or repealed by the members of the Association. Amendments to these By-Laws may be submitted to the Association membership at any Annual All-Alumni Meeting by resolution of the Board, provided that notice of any proposed amendment shall have been provided by the Secretary or their designee to members of the Association at least sixty calendar days prior to that meeting.

Amendments to these By-Laws may also be submitted to the Association membership at any Annual All-Alumni Meeting by Petition of at least fifty members in good standing received by the Secretary or their designee at least ninety calendar days prior to the date of the Annual All-Alumni Meeting. The Secretary shall provide prompt notice thereof to the Board and notice to members of the Association no later than sixty calendar days prior to the date of the meeting at which the amendments are to be considered. If the person who receives a valid Petition for amendments to these By-Laws shall fail or refuse to provide such notice within thirty calendar days after receipt of such a Petition, the persons petitioning for such amendments may provide such notice by giving written notification of such amendments to the Director of Alumni Relations. The Director of Alumni Relations shall promptly provide notice of the proposed amendments to the Board, shall post information relating thereto on an appropriate College or Association website freely available to the members of the Association, and shall provide notice to members of the Association.

At least twenty calendar days prior to an Annual All-Alumni Meeting at which amendments shall be considered, the Secretary or their designee shall ensure that a ballot is sent to each member of the Association for whom the College or the Association shall have an address. The ballot may be in written or electronic form, and may be delivered by a combination of such methods, as provided by the Board, provided that any member of the Association for whom the College or the Association has a mailing address but not an electronic address shall be sent either a written ballot or a written notice describing the method by which a written ballot may be obtained upon request.

Ballots must include or be accompanied by a notice giving the date by which such ballot must be returned to be counted in the vote concerning any such amendments (which date shall be no more than three calendar days prior to the relevant Annual All-Alumni Meeting), providing a mailing address or electronic means for returning such ballots, and including brief information about the purpose or justification for such proposed amendments. Written ballots shall be returned to the alumni office of the College on the campus designated by the Board (including the possibility, if feasible, of sending written ballots by some form of facsimile transmission), and electronic ballots shall be provided with an electronic means by

which members in good standing may return them.

Each ballot shall contain clear instructions on how to mark the votes to be cast, and returned ballots must contain the identity of the member of the Association casting such votes. If there are competing proposed amendments a member of the Association may only vote for one of them, and provision shall be made to allow members of the Association to vote to oppose any or all proposed amendments. The ballot provided under this section may be included in a ballot relating to election of individuals pursuant to Article VIII.

Voting on proposed amendments shall be conducted at the relevant Annual All Alumni Meeting. Each member of the Association in good standing attending the meeting shall be entitled to cast one vote for or against a proposed amendment, provided that no member of the Association may vote in the affirmative for two competing amendments. The Secretary or their designee shall ensure that all votes duly cast by ballot and returned at least by the second calendar day preceding the Annual All-Alumni Meeting are included in the tally of votes. The Secretary or their designee shall ensure that records as to which members of the Association have cast valid ballots are available at the Annual All-Alumni Meeting to check that no members of the Association vote more than once, and shall maintain a record of those members of the Association who cast votes in person at the Annual All-Alumni Meeting. A majority of votes cast shall be required to amend these By-Laws.

In the event that the Board determines an amendment to these By-Laws must be effected prior to the next Annual All-Alumni Meeting at which a vote may be conducted, the Board may conduct a vote by ballot only, using substantially the procedures set out in Article VIII for run-off elections.

SECTION 2. IMMEDIATE EFFECT. Unless otherwise provided, any amendment to these By-Laws shall take effect immediately following its adoption.

SECTION 3. PROXIES PROHIBITED. No proxy shall be effective to cast a vote on any amendments under this Article.

ARTICLE XII NOTICES

SECTION 1. NOTICE TO DIRECTORS. Notice required to be provided to Directors or members of the Executive Committee shall be sufficient if sent electronically to the address provided by such Director for the records of the College or the Association. Notices shall be considered to have been provided on the date sent.

SECTION 2. NOTICE TO MEMBERS OF THE ASSOCIATION. Whenever notice is required to be provided to members of the Association, any one of the three following methods shall be sufficient:

a. **Notice by mail.** Written notice mailed to each member of the Association at the postal address recorded in good faith in the records of the College for such members of the Association.

b. **Notice by written publication.** Timely publication of any notice in any written communication or publication sent to all members of the Association for which the College has a postal address.

c. **Notice by website and email.** Notice posted prominently on a website freely available to the members of the Association or sent by email (or the functional equivalent) to the electronic address recorded in good faith in the records of the College or the Association.