

**CODE OF OPERATING RESOLUTIONS
OF THE ALUMNI ASSOCIATION OF ST. JOHN'S COLLEGE
(as amended March 5, 2016)**

This Code of Operating Resolutions is hereby adopted as of June 9, 2013 by the Board of Directors of the Alumni Association of St. John's College, Inc., pursuant to the Articles of Incorporation and By-Laws of the Association, as such terms are defined herein. By adoption of this Code, all prior operating resolutions covering the matters covered herein are hereby rescinded and replaced by the provisions of this Code.

Section 1
Mission Statement

The St. John's College Alumni Association strives for the continued excellence of our College and fellow Alumni by celebrating our distinctive educational experience, connecting our community in efforts toward shared support and benefit, and fostering a culture of intellect, generosity, and service.

Section 2
Definitions

Terms defined in the Articles of Incorporation and By-Laws shall have the meanings assigned therein when used herein. In addition, the following terms shall have the meanings provided:

“ALF” shall mean the Alumni Leadership Forum, described in and convened in accordance with Section 6.

“By-Laws” shall mean the By-Laws of the Alumni Association of St. John's College, Inc., Amended and Restated as of June 9, 2013, and shall include any subsequent amendments thereto duly adopted.

“BVG” shall mean the College's Board of Visitors and Governors.

“Code” shall mean this Code of Operating Resolutions.

“Conference call” (not capitalized) shall mean, unless specifically provided otherwise, any telephonic or electronic method of conducting a meeting, so long as every member present in person or by such method may hear all the others so present and may participate in the business of the meeting.

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“Director of Alumni Relations” shall mean, with respect to each campus, the College employee primarily designated as the leader of the alumni relations office or department on such campus, however such positions and offices are designated.

“Faculty Representatives” shall mean the tutors selected in accordance with Section 10.4.

“Guide to Practices” shall mean the most recent document designated as such and maintained by the Secretary with the permanent records of the Association.

“Regular Board Meetings” shall mean the meetings of the Board held in each fiscal year as provided in Section 10.1.

“Student Representatives” shall mean the students selected in accordance with Section 10.5.

“Sub-Group” shall mean a group of Alumni volunteers and leaders (and, in appropriate circumstances, non-Alumni College personnel or other non-Alumni) established by the Association for a specific purpose and (a) identified as a Committee under Section 14, (b) identified as a Standing Working Group under Section 15, or (c) designated on an *ad hoc* basis under Section 13.2.

Section 3
Rules of Construction

3.1. In case the Articles of Incorporation and either this Code or the By-Laws conflict, the Articles of Incorporation shall control.

3.2. In case the By-Laws and this Code conflict, the By-Laws shall control.

3.3. Any provision contained in this Code may be varied by a subsequent specific resolution duly adopted by the Board.

3.4. Provisions specifying weekend meetings or events may include afternoon and evening meetings or events on Fridays.

3.5. References to the role of an At-Large Director as a liaison to a Sub-Group shall be broadly interpreted.

3.6. References to meetings of the Board, the Executive Committee, the Nominating Committee and Sub-Groups shall include meetings conducted entirely by conference call.

3.7. References to a fiscal year shall be to the relevant fiscal year of the Association, unless otherwise specified.

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3.8. References to duties of the Secretary shall include, in appropriate circumstances, his or her designee.

3.9. References to notifications required of the chair of the Nominating Committee or the chair of the Awards Committee shall include, in appropriate circumstances, his or her designee.

3.10. References to the President and the President-Elect shall be to the then current occupants of such offices, (and in particular, references to actions to be taken by the President or the President-Elect in the last fiscal year of their terms shall be to the outgoing President or President-Elect in such fiscal year), unless specifically provided otherwise.

Section 4
Rules of Order

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with the Articles of Incorporation, the By-Laws, this Code, or any other special rules of order the Association or a constituent part thereof may adopt. The Secretary shall ensure that a copy of the current edition is available for prompt reference at the Annual Meeting, at any Special Meeting, at Board meetings, and at meetings of the Executive Committee.

Section 5
Designations

When the By-Laws or this Code call for the designation of a person or office, such designations shall be accomplished by the following means:

5.1. Lead Alumni Office Representative. The Lead Alumni Office Representative for each fiscal year shall be designated by the President and the President-Elect in collaboration with the College's Vice Presidents by the end of the previous fiscal year, based upon the current needs of the Association and the College.

5.2. Address for the Delivery of Petitions and Other Notices. For each fiscal year the alumni relations office of the College on the campus on which the ALF for that fiscal year is to be held shall be used as the address for the delivery of Petitions and other notices. The Director of Alumni Relations on the other campus shall use reasonable efforts to redeliver any Petitions mistakenly sent to that office to the designated office. Email delivery shall be acceptable if sent from an email address maintained in the records of the College as belonging to a member of the Association.

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Section 6

The Alumni Leadership Forum

6.1. Mission. The ALF is intended to:

(a) offer new and evolving opportunities for dedicated and energetic Alumni volunteers to get involved and contribute to the health and growth of both the College and the Alumni community,

(b) bring together College Alumni, staff and leadership for a weekend of collaboration,

(c) provide an occasion to recognize, reward and thank Alumni for the critical roles they play in the success and sustainability of the College, and

(d) provide a venue for Alumni to cultivate the strong relationships that define our unique community.

6.2. ALF Weekends. The ALF shall be held each year on alternating campuses on a weekend determined by the Executive Committee in consultation with the Lead Alumni Office Representative. The date of the next ALF should be determined prior to each ALF, so that the weekend for the next ALF may be announced at the ALF. The mix of events and activities during the ALF shall be determined by the ALF Planning Committee in consultation with the Director of Alumni Relations for the campus on which the ALF is to be held. As provided below, the Annual Meeting and one of the Board's Regular Meetings shall be included in the activities to take place at each ALF.

6.3. Honors and Awards. The ALF shall provide occasions to recognize outgoing Directors and to award one or more Volunteer Service Awards (as provided in Section 14.1.5).

Section 7

Meetings of the Association

7.1. The Annual Meeting of the Association. The Annual Meeting of the Association shall be held during the weekend on which the ALF convenes, and on the same campus. The date, time and proposed duration for the Annual Meeting shall be determined by the ALF Working Group, in consultation with the Executive Committee and the Director of Alumni Relations for the campus on which the ALF is to be held.

7.2. Order of Business of the Annual Meeting. The order of business for the Annual Meeting shall be determined in advance by the Executive Committee.

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7.3 Minutes. The Secretary shall take minutes of the Annual Meeting and any Special Meeting and distribute copies of draft minutes within fifteen calendar days of the relevant meeting, if practicable, to the Board. At the next Regular Board Meeting the Board shall approve the minutes with such amendments as are appropriate. Following Board approval the minutes shall be freely available to all Alumni.

Section 8
Elections

All elections shall be conducted as required under the By-Laws, and in accordance with the following procedures:

8.1. Ballots. One unified ballot shall be provided for each election (including any vacancy elections), and for any By-Laws amendments proposed. An email ballot shall be delivered to each member of the Association for whom the College has an email address. A written notice stating that a written ballot may be obtained upon request from the alumni office on the campus on which the Annual Meeting is to be held shall be delivered to each member for whom the College has a mailing address but not an email address. The Secretary shall ensure that a full written ballot is promptly provided to any member who requests one.

Ballots must include or be accompanied by a notice (a) giving the return date for the relevant election, (b) providing the mailing address and an electronic means for returning such ballots, as appropriate, (c) including brief substantive information about all candidates nominated (either by the Board or by Petition), (d) giving notice of an electronic forum provided for posting more information, and (e) giving a brief account of the duties of the positions subject to election. Candidates for a position shall be listed on the ballot in alphabetical order, by last name. Each nominated candidate may approve for inclusion in the notice a short biographical blurb or other statement, subject to a limitation of 250 words. No candidate statements may contain derogatory or libelous statements. Emailed ballots shall allow such ballots to be returned by clicking on a link within the email ballot itself. Facsimile transmission of written ballots shall be allowed.

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. For elections for officers of the Association and for Alumni-elected members of the BVG (including any vacancy elections), the ballot and such instructions shall list all nominees and provide for voters to select one nominee from the list. For elections for At-Large Directors the ballot and such instructions shall list all nominees alphabetically and provide for voters to select six

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nominees from the list, provided that no member may cast more than one vote for any individual.

8.2. Vacancies. Upon the vacancy of the offices of President or President-Elect, the Board shall appoint members to fill such offices as soon as practicable, as provided in Article VIII of the By-Laws. Notice of such appointments shall be promptly provided to members. The Board may nominate candidates for election at any vacancy elections, and members may nominate candidates by Petition. Candidates for vacancy elections shall be subject to all of the rules established for candidates for positions subject to regular election.

8.3. Vacancy Elections for President or President-Elect. The circumstances that might lead to the operation of this section of the Code would, in the best of worlds, never occur. The general principles concerning vacancy elections for these offices are stated in the By-Laws, and what follows are intended to flesh these out to the extent possible, absent the precise facts if such principles need to be acted upon. As a supplement to these provisions of this Code, Appendix II sets out flowcharts which should also assist the leadership of the Association in thinking through the implementation of the principles enshrined in the By-Laws.

(a) If the vacancy occurs only in the office of President-Elect at least ninety calendar days prior to the Annual Meeting in the first fiscal year of the unexpired terms, then a vacancy election for President-Elect shall be held at such Annual Meeting.

(b) If vacancies occur both in the office of President and the office of President-Elect at least ninety calendar days prior to the Annual Meeting in the first fiscal year of the unexpired terms, then vacancy elections for President and President-Elect shall be held at such Annual Meeting. The Board may, in its discretion, determine either (i) that such elections shall fill the unexpired term only or (ii) that such elections shall fill new two-year terms commencing in the fiscal year following such Annual Meeting.

(c) If a vacancy occurs in the office of President-Elect at least ninety calendar days prior to the Annual Meeting in the first fiscal year of the unexpired terms, but a vacancy occurs in the office of President less than ninety calendar days prior to such Annual Meeting, then a vacancy election for President-Elect shall be held at such Annual Meeting, notwithstanding the fact that an appointed President-Elect would have become President. Following such vacancy election for the office of President-Elect, the member elected to that office shall immediately become President and the office of President-Elect shall become vacant.

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(d) If the vacancy occurs only in the office of President-Elect less than ninety calendar days prior to the Annual Meeting in the first fiscal year of the unexpired terms but at least ninety calendar days prior to the Annual Meeting in the next fiscal year, then a vacancy election for President-Elect shall be held at such Annual Meeting in the second fiscal year of the unexpired term.

(e) If vacancies occur both in the office of President and the office of President-Elect less than ninety calendar days prior to the Annual Meeting in the first fiscal year of the unexpired terms but at least ninety calendar days prior to the Annual Meeting in the next fiscal year, then vacancy elections for both positions shall be held at such Annual Meeting in the second fiscal year of the unexpired term. The Board may, in its discretion, determine either (i) that such elections shall fill the unexpired term only or (ii) that such elections shall fill new two-year terms commencing in the fiscal year following such Annual Meeting.

(f) If vacancies occur both in the office of President and the office of President-Elect less than ninety calendar days prior to the Annual Meeting in the last fiscal year of the unexpired terms but during such unexpired term, then the member elected as President-Elect at such meeting shall become President at the beginning of the next fiscal year, and a vacancy elections for President-Elect shall be held at first Annual Meeting of the following fiscal year.

(g) If a vacancy occurs only in the office of President-Elect less than ninety calendar days prior to the Annual Meeting in the last fiscal year of the unexpired term, then a vacancy election for President shall be held at the first Annual Meeting of the following fiscal year.

8.4. Electronic Forum. An electronic forum shall be provided for posting information concerning elections and arguments in favor of or in opposition to any proposed By-Laws amendments. Such forum shall be moderated, and no derogatory, repetitive or libelous posts shall be allowed. The Board may issue an official statement concerning any proposed By-Laws amendments, as may the proponents of any amendments proposed by Petition. The moderator shall be selected by the Executive Committee and shall, among other things, have the power to control the length and frequency of posts. The moderator shall take care to maintain a neutral forum for the discussion and shall not take sides or show favoritism, as moderator, in any substantive controversy.

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Section 9
Homecomings

As homecomings provide some of the most frequent and important occasions for interactions between Alumni and the College, a constituent part of the Association shall each year, in consultation with the Directors of Alumni Relations on each campus, take all appropriate action to help ensure that homecomings succeed in engaging Alumni. Homecomings on each campus shall be held each year on weekends determined by the Lead Alumni Office Representative in consultation with the Executive Committee.

Section 10
Meetings of the Board

10.1. Regular Board Meetings. The Board shall meet at least three times each fiscal year as follows:

- One Regular Board Meeting shall be held on the same weekend and at the same campus as the Association's Annual Meeting, at a day and time determined by the ALF Planning Committee in consultation with the Director of Alumni Relations for such campus.
- One Regular Board meeting shall be held the Friday before Homecoming.
- One Regular Board Meeting shall be held on the last Saturday in January.

The President of the Association shall inform the Board members of the dates and locations of these meetings during the last meeting of the preceding fiscal year, looking at all the other constraints on scheduling and making every effort to balance the meetings between the two campuses. Such recommendation shall be considered at that Regular Board Meeting.

10.2. Agenda. The Executive Committee (or if the Executive Committee fails to act, the presiding officer of the meeting) shall set the agenda for each meeting of the Board. At the end of each meeting, any Director may present new business.

10.3. Minutes. The Secretary shall take minutes of each Board meeting and distribute copies of draft minutes to the Board within fifteen calendar days of the relevant meeting, if practicable. At the next Regular Board Meeting the Board shall approve the minutes with such amendments as are appropriate. Following Board approval the minutes shall be freely available to all Alumni, except for any minutes of executive sessions.

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10.4. Faculty Representatives. Each year the Director of Alumni Relations on each campus shall confer with the Dean on that campus to select one tutor to serve as a Faculty Representative to the Board. Faculty Representatives shall serve one-year terms coincident with the fiscal year. Faculty Representatives are entitled to attend all Board meetings, with voice but without vote. The participation or exclusion of Faculty Representatives when the Board enters an executive session shall be determined by the Board as it deems appropriate. Faculty Representatives shall receive all notices and materials sent to Directors, except materials relating to an executive session where Faculty Representatives may be excluded. The method of appointing or selecting Faculty Representatives shall be within the discretion of the Deans, without term limit restrictions.

10.5. Student Representatives. One undergraduate and one graduate student representative from each campus will be appointed to the Alumni Association Board. Student representatives will be identified by their respective student governments before end of the Spring term the academic year prior to the student's appointment. Student appointments will begin with the June in-person meeting of the Alumni Association Board. Student representatives will serve at minimum a term of one year, with an option of serving two years. Student Representative are entitled to attend all Board meetings, with voice but without vote. The participation or exclusion of Student Representatives when the Board enters an executive session shall be determined by the Board as it deems appropriate. Student Representatives shall receive all notices and materials sent to Directors, except materials relating to an executive session where Student Representatives may be excluded.

Student representatives are expected to attend Board meetings unless they conflict with academic requirements: in-person when on their campus, via conference call or video conference when held on the other campus, and via conference call for virtual meetings. Student representatives are encouraged to attend the June Board meeting in person and to participate in the Alumni Leadership Forum that same weekend. So that student may take advantage of the opportunity, the Board will pay for travel arrangements and the Alumni Office will arrange on-campus housing.

Student representatives are expected to report back the student government on each campus about the activities of the SJCAA Board.

Student representatives will have a leadership role on the Student Engagement Working Group, which collaborate with the Coordinator of Young Alumni Programs in Annapolis and Student Development and the Recent Alumni Coordinator in Santa Fe. The Student Engagement Working Group, which will include both student representatives and alumni volunteers, designs and implements outreach

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initiatives throughout the year. Students will not be asked to take on projects that impinge on their academic obligations and progress.

10.6. Public Sessions. Board meetings shall be open to all Alumni to the extent practicable, except when the Board enters an executive session. Notice of the date, time, and place of Regular Board Meetings shall be provided to all Alumni.

10.7. Conference Call Facilities. All Board meetings shall have conference call facilities available, if feasible. Only Directors, Faculty Representatives, Student Representatives, and others invited by the President, the President-Elect, or the Executive Committee shall participate in meetings by conference call.

10.8. Confidentiality of Deliberations. The deliberations of the Board when in executive session shall be kept in strictest confidence by its members and any other persons participating in such deliberations. Non-Directors may attend executive sessions only by invitation of the President or the Board.

10.9. Conflicts of Interest. The Association hereby adopts the following policies:

(a) Directors shall disclose any relationship with a candidate for a position or award to be discussed or nominated by the Board. If the Director believes that he or she cannot participate in any such discussion with objectivity, such Director shall recuse him or her-self from such discussions. In addition, the Board may, by majority vote, recuse any Director from such a discussion.

(b) A conflict of interest or the potential for such a conflict exists when actions on behalf of the Association by a Director or by any resolution of the Board or a constitutive part of the Association on which such Director serves may result or appear to result in a personal gain to such Director or his or her immediate family members (or any party, group or organization in which any such person has an interest).

(c) Although it is impossible to list every circumstance, the following activities appear to involve an actual or potential conflict and should be disclosed: (i) to hold (or have an immediate family member hold), directly or indirectly, a financial interest or any position in any concern with which the Association does business, (ii) to compete (or have an immediate family member compete), directly or indirectly, with the Association in the purchase or sale of property or property rights, interests, or services, (iii) to accept services, gifts, entertainment, or other favors (or to have an immediate family member accept services, entertainment, or other favors) from any person or

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concern that does, or seeks to do, business with the Association under circumstances which might give a reasonable person cause to believe the Director might be influenced by such favor, or (iv) to hold, compete or accept any of the foregoing from any person or concern with which the College does business and with respect to which the Association or a constitutive part thereof has influence in engaging in such business or is considering making a recommendation to the College as to any such engagement. It is understood that as the Association is a volunteer, not for profit entity, such conflicts or potential conflicts are not considered to be likely.

(d) When there appears to be a conflict of interest or the potential for such a conflict on the part of a Director, the Director shall disclose the actual or potential conflict of interest to the President or another of the Association's officers (who in turn shall disclose the conflict to the President). The Director who has disclosed a possible conflict of interest may offer his or her views on the subject which has raised the question of the conflict, but the Director shall not then exercise his or her authority on that question without the approval of the President or the Board, and if the question is raised in the context of a meeting among Directors, that Director shall excuse himself from final deliberations. A record of the disclosure and the subsequent action shall be made and kept by the Secretary with the records of the Association.

(e) In July of each fiscal year, all Directors shall submit to the Secretary a written statement in the form of Appendix I to this Code acknowledging their understanding of the conflict of interest policy set out herein and disclosing any matter or relationship that the Director believes could constitute a conflict of interest, either at the time of signing or with the passage of time.

Section 11
Executive Committee

11.1. Election of At-Large Members. The Board shall elect two At-Large Directors to the Executive Committee at the last Regular Board Meeting of each fiscal year to serve a one-year term coincident with the next fiscal year.

11.2. Meetings of the Executive Committee. The Executive Committee shall meet at least once a month. The President, the President-Elect, or three members of the Executive Committee may call a special meeting of the Executive Committee, provided that members are given at least two calendar days' notice; however, each member may waive the notice requirement individually. The Lead Alumni Office Representative shall attend the meetings of the Executive Committee unless excused by the President or the Executive Committee.

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11.3. Agenda for Annual Meeting. The Executive Committee shall determine the agenda for the Annual Meeting, and shall make reasonable efforts to provide a full agenda and supporting materials to members thirty calendar days prior to the related Annual Meeting.

11.4. Agenda for Regular Board Meetings. The Executive Committee shall determine the agenda for Regular Board Meetings, and shall make reasonable efforts to deliver a full agenda and supporting materials to the Board thirty calendar days prior to the related Regular Board Meeting. The Executive Committee shall place any matters requiring action under this Code on the appropriately scheduled meeting's agenda. The agenda may include reports and submitted recommendations, if any, of the Executive Committee, the Nominating Committee and various Working Groups, a report on BVG discussions and actions, and such other business as the Executive Committee deems appropriate.

11.5. Vacancy Election Nominations. In the event that a vacancy election must be conducted, the Executive Committee shall determine the process by which nominations are to be made or, in cases of short time deadlines, make such nominations itself. If the Executive Committee makes any nominations itself, members shall be bound by conflict of interest rules equivalent to those contained in Section 12.12.

11.6. Electronic Voting. A simple action may be taken by email balloting if it is fully described in an email sent by the President to the Executive Committee requesting concurrence in the action and each member of the Executive Committee subsequently sends an email back concurring in the action. If all members of the Executive Committee do not concur, the proposed action must be brought in front of a meeting of the Executive Committee.

11.7. Attendance By Invitation Only. Non-members of the Executive Committee may attend meetings only by invitation of the President or the Executive Committee.

Section 12
Nominating Committee

12.1. Formation of the Committee. The President-Elect shall appoint the five appointed members of the Nominating Committee at the beginning of each fiscal year but no later than thirty days after the beginning of such fiscal year, and shall promptly provide notice of such appointments to the Board and the members. Such at-large Nominating Committee members shall serve a one-year term coincident with the fiscal year. All members of the Nominating Committee shall have email addresses for the provision of notice and information relevant to its work.

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12.2. At-Large Directors and Officers. The Nominating Committee shall recommend to the Board the nomination each year of Alumni candidates for At-Large Directors, and the nomination of Alumni candidates for the offices of the Association subject to election in that year. Such recommendations shall be made, if at all practicable, to the Board at a Regular Board Meeting at least thirty calendar days prior to the sixty calendar days' deadline for notice prior to the Annual Meeting. In its recommendations to the Board the Nominating Committee shall consider whether a candidate will make an annual donation to the College (including to any ongoing capital campaign) in an amount appropriate to the candidate's financial circumstances. In its recommendations to the Board, the Nominating Committee shall also attempt to achieve diversity on the Board as to gender, campus affiliation, undergraduate and Graduate Institute affiliation, age, and current geographic location. In addition, the Nominating Committee shall consider the level of past active participation and the likelihood of ongoing active participation in the Association or the life of the College for each such candidate.

12.3. Alumni-elected Members of the BVG. The Nominating Committee shall recommend to the Board the nomination each year of one Alumni candidate for the regular position of Alumni-elected member of the BVG to be elected during such year. Such recommendation shall be made, if at all practicable, to the Board at a Regular Board Meeting at least thirty calendar days prior to the sixty calendar days' deadline for notice prior to the Annual Meeting. In its recommendation to the Board for the nomination of a BVG Representative, the Nominating Committee shall consider whether a candidate (a) demonstrates a commitment to the unity of the college and its unique program, (b) has something important to offer the college in the way of expertise in his or her professional or business experience, (c) will make a commitment to the College and the alumni to faithfully attend all or most BVG meetings, (d) will donate annually (including to any on-going capital campaign) in an amount appropriate to his or her financial circumstances, and (e) is someone who will hold the respect and attention of the other members of the BVG. In its recommendations to the Board, the Nominating Committee shall also attempt to increase diversity on the BVG as to gender, campus affiliation, undergraduate and Graduate Institute affiliation, age, and current geographic location.

12.4. Honorary Membership in the Alumni Association. The Nominating Committee shall recommend to the Board candidates for honorary membership in the Alumni Association. Honorary membership may be given to any person for his or her significant role, service, or contribution in or to the life of the College, especially as regards Alumni or students. The Nominating Committee shall routinely discuss whether tutors and staff who are retiring or who have reached retirement age (sixty-five or older) meet the criteria for honorary membership. The Nominating Committee shall recommend candidates for honorary membership to the Board as early as possible, in order to notify recipients of the honor and to

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publicize such honor in advance of the occasions on which such honors are expected to be conferred.

12.5. Awards Committee Members. At least fifteen calendar days prior to the last Regular Board Meeting of each fiscal year, the Nominating Committee, in consultation with interested Directors, shall appoint no less than three nor more than five additional members of the Association to the Awards Committee. In its appointments, the Nominating Committee should attempt to achieve diversity on the Awards Committee as to gender, campus affiliation, undergraduate and Graduate Institute affiliation, age and current geographic location.

12.6. Re-nominations to Second Terms. Whenever the Nominating Committee considers nominating an individual to serve a second term as a Secretary, Treasurer, At-Large Director, or Alumni-elected member of the BVG the committee shall consider how that individual has performed to date in that capacity.

12.7. Excusing Absences. At the request of any Director, the Nominating Committee shall determine whether such Director's absence at a Regular Board Meeting was due to a reasonable excuse, and shall communicate that decision to the affected Director, the President, and the Secretary. In making this determination, the Nominating Committee may conduct whatever investigation it deems appropriate. The determination of the Nominating Committee shall be final.

12.8. Notice to Alumni of Candidates. The chair of the Nominating Committee shall ensure that timely notices of all candidates for At-Large Directors, officers, and Alumni-elected members of the BVG (including short biographical sketches of the nominees) and of the procedures for nominating alternate candidates by Petition are provided to Alumni.

12.9. Board Ratification of Nominees. The Nominating Committee will submit for ratification by the Board a list of potential nominees. This may include an ordered list greater than the number of positions available, in which case, the chair of the Nominating Committee shall contact the persons on that list in the order given. Once the available positions have been filled, no further contacts shall be made.

12.10. Confidentiality of Deliberations. The deliberations of the Nominating Committee shall be kept in strictest confidence by its members and any other persons participating in such deliberations.

12.11. Attendance By Invitation Only. Non-members of the Nominating Committee may attend meetings only by invitation of the President-Elect or the Nominating Committee.

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12.12. Conflicts of Interest. Members of the Nominating Committee shall disclose any relationship with a candidate for a position to be discussed by the Nominating Committee. If the member believes that he or she cannot participate in any such discussion with objectivity, such member shall recuse him or her-self from such discussions. In addition, the committee may, by majority vote, recuse any member from such a discussion.

12.13. Contacting Candidates. No members of the Nominating Committee shall contact potential candidates for honorary membership until the Board has granted honorary membership to such candidate. In appropriate circumstances members of the Nominating Committee may contact potential candidates for officers of the Association, Directors and Alumni-elected members of the BVG; to the extent that potential candidates for such positions are contacted prior to Board ratification, such potential candidates shall be clearly advised that nominations require ratification to become final, and that elections by members of the Association, as prescribed in the By-Laws, must be conducted before the potential candidate can assume the position contemplated. Candidates for membership on the Awards Committee shall be contacted at the discretion of the Nominating Committee.

Section 13
Sub-Groups

13.1. General. The bulk of the activity of the Association is conducted through a variety of Sub-Groups. Sub-Groups may be classified as Committees, identified in Section 14, Standing Working Groups, identified in Section 15, and *ad hoc* Sub-Groups. So long as consistent with the provisions of this Code and any operating resolutions adopted by the Board, each Sub-Group should adopt the practices and structures most appropriate for its purpose.

13.2. Establishment of *Ad Hoc* Sub-Groups. The Board or the Executive Committee shall from time to time establish such *ad hoc* Sub-Groups as it deems appropriate. The purpose, structure, and duration (if known) of any such Sub-Group shall be as determined by the Board or the Executive Committee. The Executive Committee shall inform the Board of the establishment and composition of any *ad hoc* Sub-Groups it establishes.

13.3. Attendance at Sub-Group Meetings. All Directors are invited to attend any Sub-Group Meeting, other than meetings of the Awards Committee, the Governance Committee, and such *ad hoc* Sub-Groups as the Board or the Executive Committee shall declare closed. Such Directors in attendance may participate in

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the deliberations of the Sub-Group, but may not vote on any matters in front of the Sub-Group.

13.4. Term of Sub-Groups. Each Sub-Group shall have a term from September 1 of one year to August 31 of the subsequent year, unless the terms establishing such Sub-Group provide otherwise. In the case of Sub-Groups which are to exist only periodically in certain years, the term shall be held in that year only.

13.5. Annual Review. Each Committee and Standing Working Group shall at the end of its term review any resolutions contained herein and any other material (such as relevant passages in the Guide to Practices) relevant to its work and advise the Board on when such resolutions or materials should be augmented or amended.

13.6. Assignment and Duties of Liaisons. Each At-Large Director shall serve as a liaison from the Board to one or more Sub-Groups. The President, in consultation with the Executive Committee, shall make such assignments prior to August 1 of each year. A liaison is expected to be familiar with the structure, operations, and functioning of the relevant Sub-Group.

13.7. Board, Executive and Nominating Committees. While the Board, the Executive Committee and the Nominating Committee are all constituent parts of the Association, they are established pursuant to the By-Laws and are not subject to the provisions of this Section 13.

Section 14
Committees

Section 14.1
Awards Committee

14.1.1. Awards Committee. The Awards Committee identifies who among Alumni should be given awards bestowed by the Association. In addition, the Awards Committee considers whether other awards are appropriate to institute, and may recommend any such additional awards to the Board for its consideration. The Awards Committee also periodically checks that any awards given in the name of the Association to students (such as athletic blazers or essay prizes) are meaningful and fairly balanced between the campuses.

14.1.2. Composition of the Awards Committee. The Awards Committee shall consist of the Past President assigned as liaison to the Awards Committee, the Lead Alumni Office Representative, and between three and five members of the Association appointed by the Nominating Committee as provided in Section 12.5.

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At the first meeting of its term, the Awards Committee shall elect a chair from among its members.

14.1.3. Schedule of Nominations. The Awards Committee shall submit nominations to the Board as early as possible, in order to notify recipients of the award or honor and to publicize such award or honor in advance of the occasions on which such award or honor are expected to be conferred.

14.1.4. Awards of Merit. The Awards Committee nominates candidates for Awards of Merit. Awards of Merit may be given to Alumni for distinguished and meritorious public service, locally, nationally or internationally, for service to the College, or for outstanding achievement within a chosen field.

14.1.5. Volunteer Service Awards. The Awards committee shall nominate, for ratification by the Board, one or more alumni to receive the Volunteer Service Award for extraordinary volunteer service to the Association or the College, to be presented at the ALF.

14.1.6. Other Awards. The Awards Committee may nominate candidates for any other awards that the Board, in its sole discretion, determines to bestow.

14.1.7. Conflicts of Interest. Members of the Awards Committee shall disclose any relationship with a candidate for an award to be discussed by the Awards Committee. If the member believes that he or she cannot participate in any such discussion with objectivity, such member shall recuse him or her-self from such discussions. In addition, the committee may, by majority vote, recuse any member from such a discussion.

14.1.8. Prohibition on Nomination of Members. No award shall be considered for any member of the Awards Committee during that member's tenure on the Awards Committee.

14.1.9. Confidentiality of Deliberations. The deliberations of the Awards Committee shall be kept in strictest confidence by its members and any other persons participating in such deliberations. No person shall be approached and no discussions with such person shall be conducted concerning that person's potential nomination for any honor or award until the Board has ratified the honor or award for such person.

14.1.10. Nomination of Ordered List. The Awards Committee may submit for ratification by the Board an ordered list of potential nominees greater than the number of awards available or considered advisable. In this case, the chair of the Awards Committee shall offer the award to the persons on that list in the order

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given. Once the number of awards has been reached, no further contacts shall be made.

14.1.11. Attendance By Invitation Only. Non-members of the Awards Committee may attend meetings only by invitation of its chair or the Awards Committee.

Section 14.2
Governance Committee

14.2.1. Governance Committee. At least every three years a Governance Committee shall be constituted and shall review the Articles of Incorporation, the By-Laws, this Code, the Guide to Practices, and any other relevant documents (including specific resolutions and reports by Sub-Groups) to consider whether any amendments, modifications, or additions are advisable or required. In addition, the Governance Committee shall determine whether any ad hoc Sub-Groups should become either Committees or Standing Working Groups.

14.2.2. Composition of the Governance Committee. In each year in which the Governance Committee is constituted, the Governance Committee shall consist of the Secretary (who shall designate the chair of the committee), the Lead Alumni Office Representative or his or her designee, and up to six members appointed by the Executive Committee.

14.2.3. Attendance By Invitation Only. Non-members of the Governance Committee may attend its meetings only by invitation of its chair or the Governance Committee.

Section 15
Standing Working Groups

Section 15.1
ALF Working Group

15.1.1. ALF Working Group. The ALF Working Group collaborates with the College in the planning, hosting, and subsequent evaluation of the annual ALF.

15.1.2. Composition of the ALF Working Group. The ALF Working Group consists of the At-Large Director or Directors assigned as liaison to the ALF Working Group, the Director of Alumni Relations on the campus to host the ALF, and other Alumni, chosen by the liaison or liaisons in consultation with such Director of Alumni Relations.

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15.1.3. Evaluation of each ALF. The ALF Working Group will evaluate the experience of the ALF for which it was responsible, and shall submit, prior to August 31, a written report to the Board setting forth such evaluation and providing recommendations for the next ALF Working Group.

15.1.4. Opportunity Grants. If the Board determines to provide a needs-based grant program to help deserving Alumni defray their costs of attending the ALF, the terms and conditions for such a program, and the procedure for selecting grant recipients, shall be set by the ALF Working Group, subject to the total grant amount approved by the Board and to any other conditions specified by the Board in the authorization for such a program.

15.1.5. Conflicts of Interest. Members of the ALF Working Group shall disclose any relationship with a candidate for a grant to be considered by the ALF Working Group. If the member believes that he or she cannot participate in any such discussion with objectivity, such member shall recuse him or her-self from such discussions. In addition, the ALF Working Group may, by majority vote, recuse any member from such a discussion.

Section 15.2
Alumni Giving Council

15.2.1. Alumni Giving Council. The Alumni Giving Council is a group of volunteers whose aim is to create a culture of philanthropy among Alumni by encouraging financial support of the College through participation in the Fund for St. John's College. The Alumni Giving Council (a) provides ideas, advice, and feedback to the College's annual giving staff on new and continuing programming and efforts and (b) recruits new volunteers to Alumni Giving Council programs. Each member of the Alumni Giving Council shall donate in a personally significant way to the Fund for St. John's College in each fiscal year.

15.2.2. Composition of the Alumni Giving Council. The Alumni Giving Council consists of two co-chairs (one associated with the Santa Fe campus, the other with the Annapolis campus) and a number of other members spread around the country. There are no set terms for the co-chairs or council members. Council members are chosen by the College from among the volunteers working on the Alumni Giving Council's various programs and co-chairs are chosen from among Alumni Giving Council members by the College.

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Section 16
Budget and Finance

16.1. Duties of the Treasurer. In addition to the duties enumerated or implied in the By-Laws, the Treasurer shall (a) have general charge and supervision of the finances, investments, securities, accounts receivable and payable, contracts, books of account, accounting, and auditing of the Association, (b) prepare the annual budget and federal and state tax returns of the Association, (c) have custody of all the funds and securities of the Association, (d) keep the Board fully informed of its financial condition, and (e) serve as a liaison with the College regarding the College's budgets for Alumni activities and programs. The Treasurer shall report at each Regular Board Meeting on the state of the College's finances and expenditures devoted to such activities and programs.

16.2. Development of the Budget. The Treasurer and the Executive Committee shall prepare a draft budget for the next fiscal year to be distributed to the Board thirty calendar days prior to the last Regular Board Meeting of each fiscal year.

Section 17
Records of the Association

17.1. Duties of the Secretary. In addition to the duties enumerated or implied in the By-Laws, the Secretary shall (a) ensure that the records of the Association are kept, (b) provide and clarify all notices of the Association, (c) affix the seal of the Association to all contracts and documents executed by the proper corporate officer or officers to the extent required, (d) ensure that an accurate record of the names and addresses of members of the Association is maintained by the College, (e) determine from the records of the College or the Association which members of the Association are entitled to vote at meetings, (f) ensure that the written statements required by Section 10.9(e) are gathered from each Director by July of each year, (g) participate in the constitution of the Governance Committee and designate the chair thereof, and (h) annually audit the permanent records of the Association kept in Annapolis and the copies thereof kept in Santa Fe.

17.2. Public Records of the Association. The following records shall be kept and made available to all Alumni:

- (a) The Articles of Incorporation, both certified copies from the State of Maryland and a conformed copy.
- (b) The By-Laws.
- (c) This Code.

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- (d) The Guide to Practices.
- (e) Agendas for and minutes of all Annual and Special Meetings.
- (f) Agendas for and minutes of all Board meetings (except executive sessions).
- (g) Biographical blurbs of candidates (and therefore of Directors, Officers, and BVG representatives).
- (h) A list of Award of Merit recipients and of individuals made honorary alumni and of Volunteer Service Award recipients.
- (i) Any material specified as such by a Sub-Group.

Such records may be maintained in writing or in electronic form. An audit shall be performed every two years of any records maintained in electronic form to ensure that the records continue to be maintained in readable form.

17.3. Non-Public Records of the Association. The following records shall be kept but shall be made available only to Directors, and to such other individuals as the Board may determine:

- (a) Minutes of executive sessions of the Board.
- (b) Minutes of all meetings of the Executive Committee.
- (c) The written statements required by Section 10.9 (e).

17.4. Location of Records. Official records of the Association shall be kept in the alumni relations office on the Annapolis campus, with copies of all such records kept in the alumni relations office on the Santa Fe campus.

Section 18
Notices

18.1. Notices under the By-Laws. All notices required under the By-Laws shall be provided in conformity with the By-Laws. Notices provided pursuant to Article XII, Section 2(c) of the By-Laws shall be *both* posted prominently on a website freely available to the members of the Association *and* sent by email (or the functional equivalent) to the electronic address recorded in good faith in the books of the College or the Association.

18.2. Other Notices. Any notices required to be provided under this Code or in the ordinary course of Association business shall be sufficient if sent by mail or

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electronically to the address on file in the records of the College or the Association. Notices by mail shall be considered to have been provided five calendar days after the date sent and electronic notice shall be considered to have been provided on the date sent. Notice will be sufficient if sent to all relevant members by one of the methods specified above, without any requirement that such notice be sent to all such members by the same method. In particular, members should understand that such notices are most likely to be sent only by email to the email address on file with the College.

APPENDIX I

Conflict of Interest Policy Acknowledgment Statement

I have read and understood the conflict of interest policy set out in Section 10.9 of the Code of Operating Resolutions of the Alumni Association of St. John's College, and I fully understand my obligations and responsibilities as outlined therein.

Check one:

_____ I certify that no conflict of interest or potential conflict of interest as set out in the policy currently exists.

_____ A conflict of interest or potential conflict of interest currently exists. The nature of the conflict or potential conflict is as follows:

Signed: _____

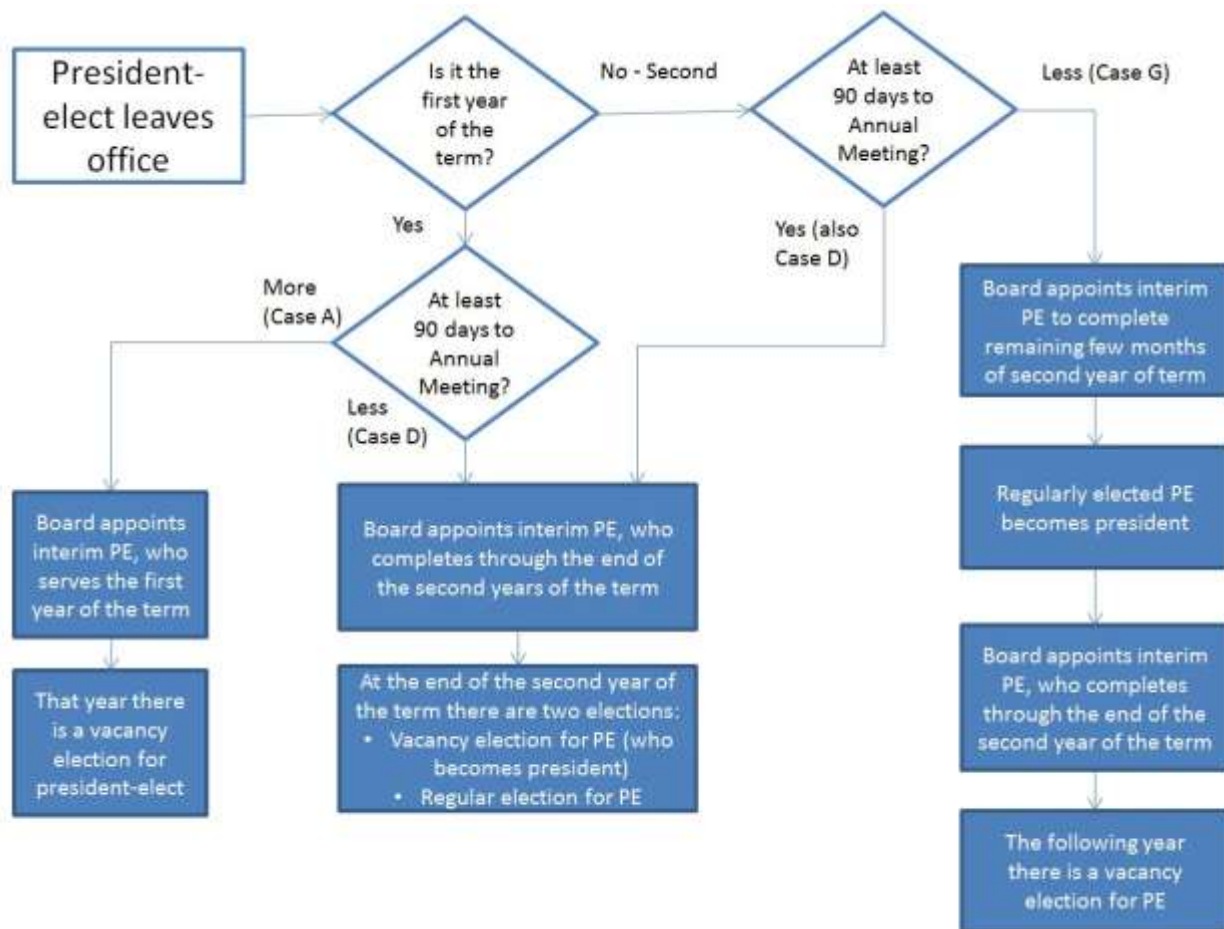
Print Name: _____

Date: _____

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Return To: Secretary of the Alumni Association of St. John's College

APPENDIX II



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