

**BYLAWS  
OF THE  
GEORGE WASHINGTON  
ALUMNI ASSOCIATION**

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## **TABLE OF CONTENTS**

Preamble.....	1
Article I – Name, Seal and Offices .....	2
Section 1 – Name.....	2
Section 2 – Seal.....	2
Section 3 – Offices.....	2
Article II – Members .....	2
Section 1 – Membership.....	2
Section 2 – Rights of Members.....	2
Section 3 – Benefits of Members .....	2
Article III – Meetings of the Alumni Association.....	3
Section 1 – Annual Meeting.....	3
Section 2 – Special Meetings.....	3
Section 3 – Notice of Meeting.....	3
Section 4 – Quorum.....	3
Section 5 – Voting.....	3
Article IV – The Board of Directors .....	3
Section 1 – The Board of Directors.....	3
Section 2 – Members.....	4
Section 3 – Terms of Office .....	4
Section 4 – Eligibility for office.....	5
Section 5 – Nominations, Elections, and Appointments .....	5
Section 6 – Removal.....	6
Section 7 – Resignation.....	7
Section 8 – Presidential succession.....	7
Section 9 – Vacancies.....	7
Section 10 – Meetings.....	8
Section 11 – Quorum.....	8
Section 12 – Compensation.....	8
Section 13 – Powers.....	8
Section 14 – Liaison with Board of Trustees.....	9
Article V – Alumni Trustees.....	9
Article VI – The Officers.....	9

Section 1 – Number of officers.....	9
Section 2 – Duties of officers.....	9
Article VII – Executive Committee .....	10
Section 1 – Membership.....	10
Section 2 – Meetings.....	10
Section 3 – Powers.....	10
Article VIII – Standing and Other Committees .....	11
Section 1 – Establishment of Standing Committees.....	11
Section 2 – Designation of Standing Committees.....	11
(a) Executive Committee.....	11
(b) Finance Committee.....	11
(c) Programs Committee .....	11
(d) Nominations and Governance Committee.....	11
(e) Student-Alumni Initiatives Committee.....	11
(f) Awards Committee.....	12
(g) Communications Committee.....	12
(h) Career Services Committee.....	12
Section 3 – Committee Vice Chairs.....	12
Section 4 – Committee Membership.....	12
(a) Executive Committee.....	12
(b) Finance Committee.....	12
(c) Nominations and Governance Committee.....	12
(d) Awards Committee.....	13
(e) Programs Committee, Student-Alumni Initiatives Committee, Communications Committee and Career Services Committee.....	13
Section 5 – Committee Meetings.....	13
(a) Executive Committee.....	13
(b) Finance Committee, Nominations and Governance Committee, and Awards Committee.....	13
(c) Programs Committee, Student-Alumni Initiatives Committee, Communications Committee, and Career Services Committee.....	13
Section 6 – Ad Hoc Committees and Task Groups.....	13
Article IX – President’s Advisory Council .....	14
Section 1 – Establishment of President’s Advisory Council.....	14
Section 2 – Membership.....	14
Article X – Miscellaneous Provisions.....	14

Section 1 – Order of Business.....	14
Section 2 – Fiscal Year. ....	15
Section 3 – Checks, Drafts, Notes, etc. ....	15
Section 4 – Investments.....	15
Section 5 – Indemnification .....	15
Section 6 – Governing Law.....	15
Article XI – Amendments.....	15

## **PREAMBLE**

The alumni of The George Washington University have established The George Washington Alumni Association (GWAA) to facilitate supportive engagement between the university and its graduates. Guided by a philosophy of “Colonials Helping Colonials,” the GWAA is committed to three primary goals, which include:

- Creating a worldwide community among the alumni body and facilitating opportunities for lifelong engagement with the university;
- Representing the interests of the alumni body by gathering a voice for alumni and facilitating communication with the university;
- Creating a culture of philanthropy among the alumni body, to ensure that alumni continue to contribute their time, talent and financial resources to the betterment of the university.

The GWAA is committed to inclusion of all alumni constituencies in furtherance of these goals. To that end, the GWAA Board of Directors shall endeavor at all times to reflect the diversity of the alumni body with regard to gender, race, ethnicity, culture, age, geography, academic training, profession, and affinity group involvement. Recognizing the continually-changing nature of alumni affinity and manner in which individual alumni engage with the university, no specific provision is made for representation of specific alumni organizations on the Board of Directors; with the exception of designated seats for each of the academic degree-granting colleges and schools of the university, which have been reserved in recognition of the historic and ongoing efforts of the several college- and school-based alumni associations.

The George Washington Alumni Association is the successor to the George Washington University General Alumni Association and the Board of Directors is the successor to the Governing Board.

## **ARTICLE I – NAME, SEAL AND OFFICES**

### ***Section 1 – Name.***

The name of this corporation is The George Washington Alumni Association, hereinafter referred to as the GWAA or the Association.

### ***Section 2 – Seal.***

The Association may adopt a seal, which shall have inscribed thereon the name of the Association, and may include the year of its incorporation (1960).

### ***Section 3 – Offices.***

The registered office of the Association is located at Alumni House, The George Washington University, Washington, DC, 20052.

## **ARTICLE II – MEMBERS**

### ***Section 1 – Membership.***

Membership in the Association will be conferred automatically on anyone who has graduated from any school or division of the University. Anyone who has 15 credit hours or its equivalent (including approved certificate programs) at the University, who left the University in good standing, and whose class or group has graduated will be deemed a member upon participation in activities or proceedings. Any persons who are or have been members of the University Board of Trustees as well as anyone determined by the Board of Directors of this Association to be an alumnus will also be eligible for membership in the Association. The Board of Directors deems the Associate Vice President, Alumni Relations, to be an alumnus/a of the Association notwithstanding whether he/she has graduated from any school or division of the University.

### ***Section 2 – Rights of Members.***

Each member of the Association will be entitled to one vote on such business as may be transacted at any annual or special meeting of the members, and will be eligible (unless limited by these Bylaws) for nomination to the Board of Directors, appointment to an at-large position on the Board of Directors, and appointment to serve on committees and task forces of the Association or Board of Directors. No member will be entitled to share in the distribution of the corporate assets.

### ***Section 3 – Benefits of Membership***

The Association may from time to time elect to offer Member benefits as a way of enhancing the connection between the Association and its Members. These benefits shall include a subscription to a quarterly magazine or other periodical, as well as other benefits as deemed appropriate by the Board of Directors or the Office of Alumni Relations. The magazine or periodical shall be provided free of charge as a benefit to all Association Members who have provided the University with a valid mailing address. Members may choose to decline their subscription by notifying the Office of Alumni Relations.

## **ARTICLE III – MEETINGS OF THE ALUMNI ASSOCIATION**

### ***Section 1 – Annual Meeting.***

The annual meeting of the members of the Association will be held during the months of May or June, at a time and place designated by the GWAA President. The President-Elect accedes to the office of the President at the conclusion of the annual meeting. Other new officers and members of the Board of Directors will assume the responsibility of their office at such time.

### ***Section 2 – Special Meetings.***

Special meetings of the Association may be called at any time by the GWAA President, or by the Board of Directors. Such meetings will be held at a time and place designated by the Board of Directors, and may be conducted in person, by telephone, web conferencing, or by any other method determined to be appropriate by the Executive Committee. The reason for calling the special meeting will be provided in writing at the time of the request, and the business of the special meeting will be limited to the subject matter of the request.

### ***Section 3 – Notice of Meeting.***

Notice of the time, place and purpose or purposes of any meeting will be served upon each member either personally, by mail (including electronic mail), or by publication (including electronic publication) in an appropriate GW publication sent to alumni, or announced in a national media release not less than thirty (30) days before any annual meeting, and not less than ten (10) days before a special meeting.

### ***Section 4 – Quorum.***

At the annual or special meeting of the members of the Association the presence of twenty-five (25) members in person will constitute a quorum, and the act of a majority of the members so present and voting at said meeting at which there is a quorum will be the act of the full membership.

### ***Section 5 – Voting.***

At the above annual or special meeting of members, each member will be entitled to vote in person. Proxy votes will not be permitted.

## **ARTICLE IV – THE BOARD OF DIRECTORS**

### ***Section 1 – The Board of Directors.***

The leadership of the Association is the Board of Directors, which is made up of the officers and various representatives of the alumni of the University. The Board of Directors will oversee the management and control of the activities, business and property of the Association. It will make policy decisions concerning the alumni programs sponsored by the Association and work with the staff of the Office of Alumni Relations on the implementation of University-sponsored programs involving alumni.

## ***Section 2 – Members.***

*Regular Members.* The Board of Directors shall be composed of the following regular members, who shall be voting members unless otherwise indicated:

- (a) No less than 1 and no more than 60 members-at-large, selected in a manner consistent with these Bylaws;
- (b) one (1) representative from each of the academic degree-granting schools of the University as an ex officio member, each selected by their respective school through the Dean's office or in any other manner chosen by such school;
- (c) one (1) representative of the alumnae of the former Mount Vernon College and Seminary as an ex officio member, provided that this provision shall be effective only through June 30, 2021;
- (d) the President of The George Washington University Student Association, or his/her designee, as a nonvoting ex-officio member;
- (e) one (1) member of the University's full-time faculty, who is an alumnus/a of the University and who is designated by the Office of Alumni Relations, as a non-voting ex-officio member; and
- (f) the University's Associate Vice President, Alumni Relations as a non-voting ex-officio member.

*Honorary Members.* During their service on the University's Board of Trustees, all Alumni Trustees and Recent Alumni Trustees elected to the Board of Trustees pursuant to Article V of these Bylaws, as well as all Emeritus Trustees who held Alumni Trustee appointments, shall be considered honorary members of the Board of Directors. Honorary members shall be entitled and encouraged to attend Board meetings and participate in discussions, and have all the rights and privileges of other Board members, but shall not (i) be a voting member; (ii) be included for purposes of determining a quorum; or (iii) have any obligations of Board members (such as serving on a committee).

## ***Section 3 – Terms of Service for Officer Positions and Board Members***

- (a) Member-at-large members of the Board shall serve for a term of three (3) years, and may not serve more than two (2) consecutive terms.
- (b) School representatives may serve for a term of three (3) years, and may not serve more than two (2) consecutive terms, applicable to all school representatives beginning July, 2016.
- (c) The representative of the alumnae of the former Mount Vernon College and Seminary shall serve a three year term, subject to reappointment, provided that this provision shall be effective only through June 30, 2021.
- (d) The President of The George Washington University Student Association, or his/her designee, shall serve during the term of her/his presidency.
- (e) The representative from The George Washington University full-time faculty shall serve for one year, subject to reappointment in subsequent years.
- (f) The University's Associate Vice President, Alumni Relations, shall serve while occupying such position with the University.
- (g) In the event a member-at-large or school representative has served two consecutive Board terms and wishes to be elected or appointed to the Board for another term or terms in any membership category, two fiscal years must pass before such Board member is eligible to be elected or appointed to the Board again.

- (h) In the event a member-at-large or school representative has served one full Board term and, without a two year gap, begins a second Board term in another category of membership, both terms of service will be combined for the purpose of applying the Board's two term limit.
- (i) The Association's President-Elect shall serve for a term of one year prior to accession to the office of the President. The President shall serve for a term of two years. The Immediate Past-President shall serve for a term of one year after service as President.
- (j) The Secretary and Vice President for Financial Affairs and Treasurer shall be elected for a term of two years, and may not serve more than two (2) consecutive terms. The Vice Presidents of Standing Committees shall serve during the term of the Association President who appointed them. Vice Presidents of Ad Hoc Committees will serve until the end of the term of the Association President who appointed them, or until the Ad Hoc Committee is disbanded, whichever shall occur first.
- (k) Notwithstanding the term limits applicable to Board members set forth under this Section 3, the Association officers (as provided for in Article VI, Section 1) shall have their terms of Board service extended by the number of years necessary to fulfill their election or appointment as officers.
- (l) Officer terms and Board membership commence at the appropriate Annual Meeting of the Association.

#### ***Section 4 – Eligibility for office.***

(a) All members of the Board of Directors must be members of the Association, except that no full time employee of the University shall be eligible for election as President, President-Elect, Secretary, or Vice President for Financial Affairs and Treasurer of the Association.

(b) In order to be eligible for election as President-Elect, the nominee must have served as a member of the Board of Directors for at least two (2) years prior to the commencement of the prospective term.

(c) All members of the Board of Directors shall be required to make an annual financial contribution to The George Washington University in accordance with the annual gift giving policy duly adopted by the Board of Directors. The Policy on Board Giving demonstrates the GWAA's commitment to creating a culture of philanthropy among the alumni body. The Policy on Board Giving shall be adopted and can later be altered, amended, or repealed, when appropriate, subject to a majority vote of the present and voting members of the Board, provided that a copy of the amended policy shall have been provided in the notice of the meeting, and provided further that a quorum shall be present.

#### ***Section 5 – Nominations, Elections, and Appointments***

- (a) The Nominations and Governance Committee has responsibility for nominating candidates for the Association positions of President-Elect, Vice President for Financial Affairs and Treasurer, Secretary and member-at-large Board members. When nominations are required, the Nominations and Governance Committee will solicit recommendations and will actively seek to identify candidates with the goal of achieving diversity reflective of the GW alumni body. Consideration with respect to nominations will be given to any GWAA members who bring needed qualifications to the Board. The prior consent of each nominee to serve, if elected, must be obtained. In the event the Vice President for Financial Affairs and Treasurer or the Secretary wish to serve a second term in office, the Nominations and Governance Committee has the discretion to nominate such officer

for a second term without soliciting additional recommendations. In the event the Committee nominates a President-Elect, Vice President for Financial Affairs and Treasurer or Secretary who do not hold a seat on the Board, such nominee, upon assuming office, will be assigned a member-at-large seat and shall serve on the Board until their officer term expires.

(b) The Nominations and Governance Committee will deliver its nominations for President-Elect of the Association at the annual meeting one year prior to the expiration of the current President's term. Upon confirmation by the Association Membership at the annual meeting, the new President-Elect assumes office immediately. The President-Elect accedes to the office of the President at the annual meeting coinciding with the end of the current President's term.

(c) The Nominations and Governance Committee will deliver its nominations for Vice President for Financial Affairs and Treasurer of the Association, Secretary of the Association, and members-at-large at the commencement of the annual meeting preceding the expiration of the term of the current Vice President for Financial Affairs and Treasurer, Secretary, or pertinent members-at-large. Upon confirmation by the Association Membership at the annual meeting, the new Vice President for Financial Affairs and Treasurer, Secretary, and members-at-large assume office immediately.

(d) The results of the election will be published in a suitable University publication to serve as notification to the GWAA.

(e) As soon as possible after her/his election, the President shall appoint a Vice President from among the members of the Board of Directors to chair each of the Standing Committees identified in Article VIII, Section 2. The appointed Vice Presidents shall commence their duties immediately upon appointment.

(f) The President shall appoint a member of the Board of Directors, who shall also be a member of the Nominations and Governance Committee, to serve as Parliamentarian to advise as to the conduct of the order of business, as requested. The term of the Parliamentarian shall be at the pleasure of the President who appointed him/her but shall end when the term of the President ends. The Parliamentarian shall also serve as a member of the Executive Committee, and shall review and make recommendations concerning these Bylaws to the Executive Committee as appropriate from time to time. The Parliamentarian's membership on the Board shall be extended by one year if necessary to fulfill his or her appointment as Parliamentarian.

## ***Section 6 – Removal.***

- (a) As a condition of membership on the Board of Directors, members will agree to participate as fully as possible in the Board's work including active service on committees and attendance at functions of the Alumni Association and the University. Members of the board are required to attend at least one (1) board meeting in person each year during her/his term of service.
- (b) Any member of the Board of Directors who fails to attend three (3) successive meetings of the Board and/or fails to attend one meeting in person during the year, without prior approval from the president, will be deemed to have resigned.
- (c) Any member of the Board of Directors who fails to make an annual financial contribution to The George Washington University during the fiscal year in accordance with the duly adopted Policy on Board Giving, will be deemed to have resigned. The President shall have discretion to exempt members of the Board of Directors from this requirement if deemed to be in the interest of the

Association.

***Section 7 – Resignation.***

Any member of the Board of Directors may resign at any time by giving written notice of such resignation to the President.

***Section 8 – Presidential succession.***

In the event the President is removed or otherwise unable to complete his/her term in office, the officers of the Association shall assume the presidency in the following order, until the next Annual Meeting:

- (1) President-Elect;
- (2) Vice President for Financial Affairs and Treasurer;
- (3) Secretary;
- (4) Vice President for Programs;
- (5) Vice President for Nominations and Governance;
- (6) Vice President for Student-Alumni Initiatives;
- (7) Vice President for Awards;
- (8) Vice President for Communications;
- (9) Vice President for Career Services.

***Section 9 – Vacancies.***

(a) If the position of President-Elect becomes vacant during the term of office, the Nominations and Governance Committee may nominate a new President-Elect at the next Annual Meeting.

(b) If the positions of Vice President for Financial Affairs and Treasurer or Secretary become vacant during their term of office, the President may appoint a new Vice President for Financial Affairs and Treasurer or Secretary to act until the next Annual Meeting. The Nominations and Governance Committee shall nominate a new Vice President for Financial Affairs and Treasurer or Secretary at the next Annual Meeting to a new term.

(c) When a member-at-large resigns prior to the completion of his/her term on the Board, or the vacancy occurs for any other reason, the Nominations and Governance Committee shall assess whether the vacancy should be filled. If so, the Committee shall nominate a candidate to fill the remainder of the term by election at the next Board or Association meeting or by vote of the Board at its next meeting. If the vacancy is filled during the first two years of the respective term, the member-at-large will be deemed to have served one full term for purpose of applying the two term limit. If the vacancy is filled during the third year of the term, the member-at-large will not be deemed to have served a full term for purpose of applying the two term limit and is eligible to serve two full terms subsequently. All other provisions of these Bylaws apply in determining whether a candidate should be nominated to fill such vacancy.

- (d) When any ex officio member of the Board resigns prior to the completion of his/her term on the Board, or a vacancy occurs for any other reason, the vacancy will be filled in the manner provided in Article IV, Section 2 for the selection of such ex officio member. The Board's term limits will be calculated and applied as set forth for member-at-large vacancies in Section 9 (c) above as appropriate.
- (e) If any school representative or the representative of the Mt. Vernon alumnae, prior to completion of his/her term, is elected or appointed to the position of President-Elect or any officer position provided for under Article VI, Section 1, such individual shall be deemed to have resigned from being a school representative or the representative of the Mt. Vernon alumnae, which shall then be filled in accordance with Article IV, Section 9 (d). In such event, the President shall appoint such individual to a member-at-large seat on the Board and the Board's term limits of two terms shall be applied as if the individual had remained in his or her previous Board seat.

### ***Section 10 – Meetings.***

(a) Immediately after the annual meeting of the Association, and at the same location, the Board of Directors will meet as a regular meeting for the purposes of organization and transaction of other required business. This meeting may be conducted in person, by telephone, web conferencing, or by any other method determined to be appropriate by the Executive Committee.

(b) Additional regular meetings of the Board of Directors may be held at such time and place as it will determine. Such meetings will be held at a time and place designated by the Board of Directors, and may be conducted in person, by telephone, web conferencing, or by any other method determined to be appropriate by the Executive Committee.

(c) Special meetings of the Board of Directors may be called by the President or on the written request of any four (4) members of the Board. Such meetings will be held at a time and place designated by the Board of Directors, and may be conducted in person, by telephone, web conferencing, or by any other method determined to be appropriate by the Executive Committee. The reason for calling the special meeting will be provided in writing at the time of the request, and the business of the special meeting will be limited to the subject matter of the request.

(d) The Secretary will notify all members of the Board of Directors at least three (3) days prior to any special meeting and at least seven (7) days prior to any regular meeting.

### ***Section 11 – Quorum.***

At all meetings of the Board of Directors, fifteen (15) voting members of the Board will constitute a quorum for the transaction of business, and except as may otherwise be provided by statute, the act of a majority of the members of the Board present and voting at any meeting at which there is a quorum will be the act of the Board of Directors.

### ***Section 12 – Compensation.***

Members of the Board of Directors will serve without compensation, but may be reimbursed by the Association for authorized travel expenses and other approved expenditures.

### ***Section 13 – Powers.***

All corporate powers, except those powers reserved by or conferred upon the members under the District of Columbia Non-profit Corporation Act, the Articles of Incorporation or these Bylaws, will be and are hereby vested and will be exercised by the Board of Directors. The Board of Directors may delegate to committees, to its officers, or to duly appointed agents of the Association such powers as may be consistent with the Preamble of these Bylaws.

### ***Section 14 – Liaison with Board of Trustees.***

The Board of Directors, or a specially designated committee thereof, may meet at such times and places as will be determined to be mutually agreeable, with the committee of the University's Board of Trustees with jurisdiction over advancement and alumni matters, or any other appropriate committee of the Board of Trustees, in order to provide ongoing communication between the two bodies.

## **ARTICLE V – ALUMNI TRUSTEES**

At the request of the University's Board of Trustees, the Association shall annually make nominations for alumni to fill vacancies among the five (5) Alumni Trustees and two (2) Recent Alumni Trustees who serve on the Board of Trustees. Alumni Trustees and Recent Alumni Trustees serve for terms of office according to the University Bylaws, and are eligible for re-election consistent with the University Bylaws. Eligibility to serve as an Alumni Trustee or Recent Alumni Trustee shall be determined consistent with the University Bylaws and these Bylaws; however, only alumni who have graduated less than five and one-half years prior to the beginning of their term shall be eligible to serve as Recent Alumni Trustees. The section of the University Bylaws pertaining to the eligibility of trustees shall be included in all materials relating to the nomination and selection of Alumni Trustees and Recent Alumni Trustees.

## **ARTICLE VI – THE OFFICERS**

### ***Section 1 – Number of officers.***

The officers of the Association shall be the President, the Vice President for Financial Affairs and Treasurer, the Secretary, and the appointed Vice Presidents that shall chair the Standing Committees and the Ad Hoc Committees.

### ***Section 2 – Duties of officers.***

The duties of the officers shall be such as usually attach to such office including the duties described below, and, in addition thereto, such further duties as may be designated from time to time by the Board of Directors.

(a) *President.* The President shall exercise general executive control of the affairs of the Association between annual meetings of the Association and the meetings of the Board of Directors. The President shall preside at all meetings of the Association and Board of Directors.

(b) *President-Elect.* The President-Elect is a position “in training” for subsequent duty as the President and shall participate as fully as possible in the duties and functions of the Association and the Board of Directors. In the absence of the President, the President-Elect shall exercise the duties of the President.

(c) *Immediate Past President.* The Immediate Past President is expected to provide expertise and experience to the President and the Board of Directors as requested.

(d) *The Vice President for Financial Affairs and Treasurer.* The Vice President for Financial Affairs and Treasurer shall have custody of the financial books and records of the Association; shall receive such sums of money as may be paid into her/his hands for the account of the Association; shall disburse such funds as may be ordered by the Board; shall have available a full and accurate report of all matters and business pertaining to the office at each regular meeting of the Board; and, at the annual meeting of the Association, and, unless waived by the Board, shall give bond at the expense of the Association in an amount to be fixed by the Board of Directors for the faithful performance of her/his duties. The Vice President for Financial Affairs and Treasurer shall prepare and submit for approval at the last meeting of the Board in the fiscal year, a budget of projected income and expenditures for the next fiscal year. She/he will also advise the Office of Alumni Relations on the cultivation and development of sources for new association revenues, and assist in the identification of appropriate sponsorships to support GWAA-branded alumni programs.

(e) *Secretary.* The Secretary shall keep all minutes of the Association and the Board of Directors meetings or cause the same to be done; shall have the custody of the minute books of the meetings of the Association and the meetings of the Board; shall have custody of and maintain on a current basis all membership records; shall be responsible for maintaining the Association’s corporate registration and designating a registered agent for service of process; shall be responsible for preparing an annual report of the Association’s activities and finances; and, shall be the active executive officer of the Association for the purpose of carrying out the instructions and policies of the Board.

(f) *Appointed Vice Presidents.* The appointed Vice Presidents serve as chairs of their respective Standing Committees, whose duties are set forth in Article VIII, Section 2, and the Ad Hoc Committees, which are described in Article VIII, Section 6.

## **ARTICLE VII – EXECUTIVE COMMITTEE**

### ***Section 1 – Membership.***

The Executive Committee shall be composed of the officers, the Parliamentarian and may include up to two (2) additional members appointed by the President from the membership of the Board of Directors. The President-Elect or the Immediate Past President, as appropriate, shall serve as an ex officio member of the Executive Committee. The Associate Vice President, Alumni Relations shall serve as a non-voting ex officio member.

### ***Section 2 – Meetings.***

The Executive Committee shall meet at those times and places determined by the President.

### ***Section 3 – Powers.***

(a) The Executive Committee shall act for the Board of Directors on any matter requiring action

between stated meetings of the Board except that:

- (i) No expenditure of funds exceeding limits set by the Board of Directors in its annual budget review may be made; and
- (ii) No officer or elected Board member vacancy may be filled by action of the Executive Committee, unless otherwise provided by these Bylaws.

(b) The minutes of each Executive Committee meeting shall be available to the full Board of Directors at the next stated meeting of the Board.

(c) If a member is absent for three (3) successive meetings of either the Board of Directors or of a committee to which the member is assigned, or both, the absence shall be deemed to indicate a lack of interest and the member will be deemed to have resigned. The Executive Committee will recognize this resignation, instruct the President to notify the member of her/his resignation, and recommend that the Nominations and Governance Committee take steps to fill the vacancy.

## **ARTICLE VIII – STANDING AND OTHER COMMITTEES**

### ***Section 1 – Establishment of Standing Committees.***

The Board of Directors shall have Standing Committees to assist in the execution of its responsibilities. Upon consultation with the respective committee chairs, the President shall appoint members of the Board of Directors to a committee. Each member of the Board of Directors shall be required to serve on at least one committee during each year of his/her term.

### ***Section 2 – Designation of Standing Committees.***

The Standing Committees shall include:

(a) *Executive Committee.*

The composition and duties are set forth in Article VI; this Committee is chaired by the President.

(b) *Finance Committee.*

This Committee, chaired by the Vice President for Financial Affairs and Treasurer, shall oversee the preparation of the budget each (fiscal) accounting year, shall manage the Association's funds, recommend changes in the Association's investment policies, advise the Association on the cultivation and development of revenue sources, and assist in the identification of appropriate sponsorships to support GWAA-branded alumni programs.

(c) *Programs Committee*

This Committee, chaired by a Vice President, will serve as advisors to the Office of Alumni Relations and the Association with regard to programming offered to alumni by both groups, including but not limited to Alumni Weekend or similar programs.

(d) *Nominations and Governance Committee.*

This Committee, chaired by a Vice President, shall recommend to the Board of Directors candidates for nomination as Alumni Trustee and Recent Alumni Trustee members of the Board of Trustees as set forth in Article V. This Committee shall also perform those duties relating to the nomination and

election of members of the Board of Directors specified in Article IV, sections 5 and 9. This Committee shall also perform such additional duties necessary and proper to the governance of the Association, in accordance with these Bylaws.

(e) *Student-Alumni Initiatives Committee.*

This Committee, chaired by a Vice President, shall consider issues surrounding the interaction between students and alumni, and make appropriate recommendations to the Board of Directors, the Office of Alumni Relations, and other relevant University staff.

(f) *Awards Committee.*

This Committee, chaired by a Vice President, shall annually recommend to the Board of Directors nominees for the Distinguished Alumni Achievement Awards, for the Alumni Service Awards, and for such other awards as may be established.

(g) *Communications Committee.*

This Committee, chaired by a Vice President, shall consider issues pertaining to communications with alumni of the University, including print and electronic media, and make appropriate recommendations to the Board of Directors, the Office of Alumni Relations, and other relevant University staff.

(h) *Career Services Committee*

This Committee, chaired by a Vice President, shall consider issues pertaining to the career transitions of alumni and provide, when appropriate, voluntary support of career programs and events for the career education of current students.

***Section 3 – Committee Vice Chairs.***

The President may appoint vice chairs for each of the Standing Committees enumerated in Section 2 of this Article, as may be needed to fulfill the mission of these committees, with the exception of the Executive Committee. The President shall only appoint a vice chair in consultation with the chair of the respective committee. Any vice chairs appointed pursuant to this Section shall meet the same eligibility requirements as for other members of their respective committees, as described in Section 4 of this Article.

***Section 4 – Committee Membership.***

(a) *Executive Committee.*

The membership of the Executive Committee shall be comprised consistent with these Bylaws.

(b) *Finance Committee.*

In addition to the Vice President for Financial Affairs and Treasurer, who shall serve as Chair, the Finance Committee shall have four (4) additional members of the Association who must be members of the Board of Directors, and who shall be appointed by the President in consultation with the Vice President for Financial Affairs and Treasurer.

One (1) additional member may be appointed to the Finance Committee who is not a member of the

Board of Directors. A committee member appointed pursuant to this section who is not a member of the Board of Directors shall be a voting member of the Finance Committee, but shall not be a voting member of the Board of Directors.

*(c) Nominations and Governance Committee.*

In addition to the Chair, the Nominations and Governance Committee shall have no less than four (4) members. One of the members may be designated a vice chair, pursuant to Section 3 of this Article. All members of this committee must be members of the Board of Directors, and shall be appointed by the President in consultation with the respective committee chair.

*(d) Awards Committee.*

In addition to the Chair, the Awards Committee shall have no less than four (4) members and no more than the total number of University degree-granting schools and colleges. One of the members may be designated a vice chair, pursuant to Section 3 of this Article. All members of these committees must be members of the Board of Directors, and shall be appointed by the President in consultation with the respective committee chair.

*(e) Programs Committee, Student-Alumni Initiatives Committee, Communications Committee and Career Services Committee.*

In addition to the Chair, each of these committees shall have at least four (4) additional members, at least two (2) of whom must be members of the Board of Directors, and who shall be appointed by the President in consultation with the respective committee chair. Any committee members appointed pursuant to this section who are not members of the Board of Directors shall be voting members of the committee to which they were appointed, but shall not be voting members of the Board of Directors.

(f) The Assistant Vice President for Alumni Relations and Annual Giving or his/her designee shall serve as an ex-officio non-voting member of each committee.

## ***Section 5 – Committee Meetings.***

*(a) Executive Committee.*

The Executive Committee shall meet as required by these Bylaws and as often as necessary to execute its duties.

*(b) Finance Committee, Nominations and Governance Committee, and Awards Committee.*

The Finance Committee, the Nominations and Governance Committee, and the Awards Committee shall each meet as required by these Bylaws or any written procedures adopted by the Board of Directors, and as often as necessary to execute their duties.

*(c) Programs Committee, Student-Alumni Initiatives Committee, Communications Committee, and Career Services Committee.*

Unless otherwise specified by these Bylaws, the Programs Committee, the Student-Alumni Initiatives Committee, the Communications Committee and the Career Services Committee shall each have at

least one meeting in each semester during which classes are held, which shall be open to all members of the Association.

### ***Section 6 – Ad Hoc Committees and Task Groups.***

(a) The President may appoint ad hoc committees and task groups, as required from time to time, whose members serve during the term of the appointing President, or until the appointing President chooses to disband the ad hoc committee or task group, whichever shall occur first.

(b) The President may appoint a Vice President to serve as Chair of any Ad Hoc Committees created during the term of the appointing President. These Vice Presidents shall be considered Officers under the provisions of Article VI, Section 1, and thereby will also serve as members of the Executive Committee. The term of said Vice Presidents shall end when the term of the appointing President ends, or the Ad Hoc Committee is disbanded, whichever shall occur first. Membership of the Ad Hoc Committees may include members of the Board of Directors and other Members of the Association, at the discretion of the President. There shall be no more than two (2) Ad Hoc Committees in place at the same time.

(C) The President may appoint a member of the Board of Directors to serve as chair of any Task Groups created during the term of the appointing President. Membership of the Task Groups may include both members of the Board of Directors and other Members of the Association, at the discretion of the President.

## **ARTICLE IX – PRESIDENT’S ADVISORY COUNCIL**

### ***Section 1 – Establishment of President’s Advisory Council.***

The President’s Advisory Council shall serve an advisory function to the President, and shall consider and report back on topics at the President’s request. The Council shall meet at least two times annually, at the call of its Chair in consultation with the President.

### ***Section 2 – Membership.***

(a) *General.* The President’s Advisory Council shall be composed of the Immediate Past President or the President-Elect, as applicable, and twelve (12) appointed members, each of whom shall be a past president of the Association, a former alumni trustee (including a former recent alumni trustee) or a past president of the Student Association. The appointed members of the Council shall be divided into three classes, with each class composed of four (4) persons. The President shall appoint one class, and each member of that class shall serve a term of six (6) years commencing with the start of the term of the President who shall have appointed them, such that one third of the appointed members shall be appointed every two years.

(b) *Chairperson.* The President shall designate a member of the Council to serve as Chair during the term or his/her presidency. The Chair serves at the pleasure of the President who appointed

him/her.

## **ARTICLE X – MISCELLANEOUS PROVISIONS**

### ***Section 1 – Order of Business.***

The order of business at all meetings of the Association and at all meetings of the Board of Directors shall be determined by the presiding officer, and, except as otherwise herein provided, the parliamentary procedure for conduct of all meetings shall be governed by the latest-published *Robert's Rules of Order (Revised)*.

### ***Section 2 – Fiscal Year.***

The fiscal year of the Association shall commence on the first day of July of each year and end on the last day of June of the following year.

### ***Section 3 – Checks, Drafts, Notes, etc.***

All checks, drafts, acceptances, notes and other orders, demands or instruments in respect of the payment of money shall be signed and endorsed on behalf of the Association by such officer or officers or by such agent or agents as the Board of Directors may from time to time designate.

### ***Section 4 – Investments.***

The Association shall have the right to retain all or any part of any securities or properties acquired by it in whatever manner and to invest and reinvest any funds held by it according to the judgment of the Board of Directors. The judgment of the Board with respect to the foregoing powers shall be exercised without restriction as to the class of investments which a director or a corporation of this nature is or may hereafter be permitted by law to make, without regard to the composition of the Association's investment portfolio, and without regard to any law, present or future, or to any rule of court respecting the retention of investments and the investment and reinvestment of funds.

### ***Section 5 – Indemnification.***

In carrying out the powers and duties granted to and imposed upon them under or by virtue of these Bylaws, the officers of the Association, the members and officers of the Board of Directors and agents of the Association shall be indemnified against and held harmless from personal liability for any loss or damage arising out of or resulting from their acts or failures to act, except to the extent that such loss or damage may be occasioned by their gross negligence or willful misconduct.

### ***Section 6 – Governing Law.***

These Bylaws shall be governed by and construed under the laws of the District of Columbia.

## **ARTICLE XI – AMENDMENTS**

The members of the Board of Directors shall have the power to make, alter, amend, or repeal these Bylaws of the Association at any meeting of the Board, by a two-thirds (2/3) vote of the present and voting members, provided that a copy of proposed amendment shall have been provided in the notice of the meeting, and provided further that a quorum shall be present.