

**AMENDED AND RESTATED BYLAWS' OF THE
GEORGETOWN UNIVERSITY ALUMNI ASSOCIATION, INC.**

CONTENTS

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

- 1) Adopted Saturday, September 20, 2014, and Effective July 1, 2015
- 2) Amended Wednesday, June 10, 2015
- 3) Amended Wednesday, August 19, 2015
- 4) Amended Saturday, February 6, 2016

**AMENDED AND RESTATED BYLAWS
GEORGETOWN UNIVERSITY ALUMNI ASSOCIATION, INC.**

These Bylaws amend and restate all previous Bylaws of the Georgetown University Alumni Association, Inc. (the "GUAA").

ARTICLE I

Name

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

ARTICLE II

Purposes

The purposes of this Georgetown University Alumni Association shall be to generate goodwill and support for Georgetown University (the "University"), to foster a lifelong connection among alumni, our alma mater, and the global Georgetown community, and to accomplish all the purposes specified in the GUAA's Certificate of Incorporation.

ARTICLE III

Membership

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

- a) All persons who attended one of the schools of the University for at least two semesters as a registered member in good standing of a class that has been graduated;
- b) All persons holding academic or honorary degrees from the University;
- c) All persons who are or have been connected to the University as professors or instructors, with the consent of the President of the GUAA;
- d) All persons who have been elected to honorary membership, with the consent of the President of the GUAA; and
- e) All past members of the House Staff (Residents, Interns, and Fellows) of the Georgetown University Hospital prior to July 1, 2000.

Section 2. Those persons meeting the requirements for membership in the GUAA pursuant to the above requirements, shall attain such membership automatically, subject to any action by

the Board of Governors to require a dues payment or other affirmative action to activate membership, and shall be vested with full voting rights, as set forth below.

Section 3. Meetings: Meetings of the GUAA may be held in the following manner:

- a) Meetings of the GUAA may be called by the President or by the Board of Governors.
- b) Written notice stating the place, date, and hour of any meeting of the GUAA and stating the purpose or purposes for which the meeting is being called shall be given to members by mail, email, publication on the GUAA's website, or any combination thereof. Notice shall be given not less than forty-five, nor more than one hundred twenty, days before the date of the meeting. Any notice shall be deemed given when deposited in the United States mail, sent by email or when appearing on the GUAA's website upon its publication. For purposes of mailing or emailing notices, the GUAA may rely on its record of members and their addresses. If proxies are solicited by the GUAA, they shall be provided with the notice for the applicable meeting.
- c) Every member entitled to vote on a matter may authorize another member to act for him by proxy with respect to such matter. The presence in person or by proxy at a meeting of members of the GUAA entitled to cast 300 votes shall constitute a quorum for the transaction of business at such meeting. Except as otherwise set forth in the Certificate of Incorporation of the GUAA or these Bylaws or as required by applicable law, the vote of a majority of the members present at a meeting at which a quorum is present shall be the act of the members of the GUAA at the meeting.

ARTICLE IV

The Board of Governors

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

- a) The President of the University.
- b) One Jesuit designated by the President of the University as the Jesuit representative to the GUAA.

- c) One member of the faculty, designated by the President of the University as the faculty representative to the GUAA.
- d) The Executive Director of the GUAA.
- e) The Vice President for the Office of Advancement of the University.
- f) The Chair of the Board of Regents of the University.
- g) The Chair of the Law Alumni Board of the University.
- h) The Chair of the Medical Alumni Board of the University.
- i) The Chair of the Dental Alumni Board of the University.
- j) Forty-two members of the Board of Governors from the alumni body as a whole ("Elected Governors") chosen or elected by the members of the GUAA as provided in Article V hereof (subject to Section 4 below). Fourteen Elected Governors shall be elected annually. The term of each Elected Governor shall be three years.
- k) The following officers of the GUAA: the President, the President-Elect, the Treasurer, the Parliamentarian, and the Immediate Past President.
- l) The Chairs of the Standing Committees of the GUAA (who along with (a) through (i) above shall be known as the "Appointed Governors").

Section 2. An Elected Governor shall not serve more than six years as an Elected Governor.

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

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

Section 5. Each Elected or Appointed Governor is expected to fulfill all of the obligations set forth in the Board's Statement of Responsibility for that position, which each Governor shall sign by the deadline set by the President in consultation with the Executive Director. Any Governor who, without legitimate excuse, fails to sign the Statement of Responsibility or fulfill any of the obligations set forth in the Statement of Responsibility, shall be considered a non-voting, ex-officio member of the Board, and may, in the discretion of the President of the GUAA in consultation with the Executive Committee of the GUAA, be deemed to have resigned as a Governor.

Section 6. In the event that one or more Elected Governors is unable or fails to complete his term of service, is elected to serve as an officer, or becomes an Appointed Governor, the President of the GUAA, in consultation with the Executive Director and the Nominations Committee, shall have the power to fill such vacancy or vacancies by the appointment of a replacement. The appointment of each replacement Elected Governor shall be subject to ratification by the Board of Governors at its next meeting. Each replacement Elected Governor so chosen shall hold office until the end of the term of the Elected Governor for whom he is a replacement. Time served fulfilling the unexpired term of an Elected Governor shall not count towards the six year limitation set forth in Article I, Section 2.

Section 7. Meetings:

- a) There shall be no fewer than three meetings of the Board of Governors each fiscal year. One-third of the members of the Board shall constitute a quorum. The vote of a majority of the Governors present at any meeting at which there is a quorum shall constitute the act of the Board of Governors, except as may be otherwise specifically provided by the Delaware General Corporation Law or by the Certificate of Incorporation of the GUAA.
- b) The date, time, and place of each meeting shall be determined by the President in consultation with the Executive Director. The Executive Director or the President of the GUAA shall notify all members of the Board of Governors by email, not less than ten days in advance of each meeting. Such notice need not describe the purpose of the meeting, except as provided in Article XII hereof.
- c) All meetings of the Board of Governors shall be open to all members of the GUAA, except when otherwise provided by the Board of Governors.

Section 8. Two Permanent Committees of the Board of Governors, which are the Executive Committee and the Audit and Finance Committee, shall be established as set forth below:

- a) Executive Committee: The Executive Committee of the Board of Governors shall consist of (a) the President; (b) the President-Elect; (c) the Executive Director; (d) the Treasurer; (e) the Parliamentarian; (f) the Immediate Past President; and (g) the Chairs of each of the Standing Committees of the GUAA created pursuant to Article VII with each Standing Committee having one vote on the Executive Committee.
 - i. Each Executive Committee member shall continue to serve until his successor is appointed, unless he is unable to continue to serve or is removed from office.

- ii. When the Board of Governors is not in session, the Executive Committee shall have the authority to exercise all powers of the Board of Governors in the management of the business and affairs of the GUAA including, but not limited to, all powers expressly conferred on the Board of Governors in the Certificate of Incorporation, or these Bylaws, except as such powers of the Executive Committee may be expressly limited by the Delaware General Corporation law, the Certificate of Incorporation, or resolution adopted by the Board of Governors. In addition, the Executive Committee shall not have the power to amend the Certificate of Incorporation; to merge, consolidate or dissolve the GUAA; to transfer, sell, dissipate or encumber all or substantially all of the assets or property of the GUAA; or to amend these Bylaws.
 - iii. The Executive Committee shall be chaired by the President. One-third of the number of members of the Executive Committee shall constitute a quorum for the transaction of business, and, except as may otherwise specifically be provided by statute or by the Certificate of Incorporation or these Bylaws, the vote of a majority of members present at any meeting at which there is a quorum shall be the act of the Executive Committee.
 - iv. Meetings of the Executive Committee may be called by email by the President, Executive Director or by any two members of the Executive Committee. Meetings may be held at such time and place and by such mode of communicating as from time to time shall be described in the notice of such meeting. Minutes of the Executive Committee meetings shall be distributed to each Governor prior to the next succeeding meeting of the Board of Governors. All meetings of the Executive Committee shall be open to all Governors and Senators (as that term is used in Article X).
- b) Audit and Finance Committee. The Audit and Finance Committee shall be appointed by the President in consultation with the Treasurer. The Committee shall assist the Treasurer of the GUAA in the management of the GUAA's finances and identify revenue sources for the GUAA and benefit programs to be offered to alumni. It shall direct the management of the investment of the GUAA's corporate treasury, including recommending and implementing an investment strategy. It shall also create and

implement the conflict of interest policy, whistleblower policy, document management policy, and a policy regarding the use of the investment assets of the GUAA. The Audit and Finance Committee or a subcommittee thereof shall also conduct periodic risk review and insurance analyses. This committee shall be chaired by the Treasurer of the GUAA and shall meet as needed throughout the year upon notice from the Treasurer.

Section 9. Each Permanent Committee of the Board of Governors, shall keep regular minutes of its meetings and report the same to the Board of Governors.

Section 10. Code of Ethics: The GUAA and its Board of Governors are committed to the highest standards of integrity and ethical conduct. In order to provide standards for Governors and Senators to recognize and address ethical issues and effectively carry out their fiduciary obligations to the GUAA and its various affiliated bodies, the GUAA shall adopt a Code of Ethics which shall be drafted by the Audit and Finance Committee and approved by the Board of Governors. The Code of Ethics shall bind all Governors, Senators and other GUAA members involved in the governance of the GUAA.

ARTICLE V

Election of Governors

Section 1. Nominations of candidates to stand for election as Elected Governors shall be made by the Board of Governors on an annual basis, with assistance from the Nominations Committee.

Section 2. Elected Governors shall be elected by the members of the GUAA in such manner, and in accordance with such procedures, as the Board of Governors may determine in consultation with the Nominations Committee, which procedures shall be consistent with the Delaware General Corporation Law and the Certificate of Incorporation of the GUAA.

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

ARTICLE VI

Officers

Section 1. The officers of the GUAA shall be a President; a President-Elect; an Executive Secretary, who shall be known as the Executive Director; a Treasurer; a Parliamentarian, the Immediate Past President, and such other officers as the Board of Governors may from time to time establish by amending these Bylaws. The officers (other than the Executive Director, who

shall be appointed by the President of Georgetown University in accordance with Article Eight of the Certificate of Incorporation of the GUAA, with the concurrence of the Board of Governors) shall be elected by the Board of Governors. Any officer who is unable to complete his term of office or is removed from office prior to the end of his term may be replaced by election of a replacement by the Board of Governors, upon recommendation from the President, Executive Director, and Nominations Committee, for the remainder of the term of office. Any person to be elected as an officer of the GUAA must be a member of the Board of Governors or a Senator at the time of his election. No person may hold more than one office simultaneously.

Section 2. The President, President-Elect, Treasurer, Parliamentarian, and Immediate Past President each shall serve for a period of two years unless any of them are unable to complete their term or are removed from office. The Executive Director shall serve at the pleasure of the President of Georgetown University and the Executive Committee.

Section 3. The President, the President-Elect, the Treasurer and the Parliamentarian shall be elected at the Spring Meeting, in even-numbered years, to commence service July 1.

Section 4. Any officer elected by the Board of Governors may resign at any time upon written notice to the President. Any officer elected by the Board of Governors may be removed at any time for good cause shown by a majority vote of the Board of Governors.

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

Section 6. President-Elect: In the absence of the President or in the event of the President's inability or refusal to act, the President-Elect shall perform all acts pertaining to the office of the President. Upon the expiration of the then-President's term, the President-Elect shall automatically succeed to the office of President of the GUAA.

Section 7. Executive Director: The Executive Director shall be responsible for the day to day operations of the GUAA and, at all times when the Board of Governors or the Executive Committee is not in session, shall administer the affairs of the GUAA in accordance with such policies as the Board of Governors shall from time to time establish.

Section 8. Treasurer:

- a) The Treasurer shall have responsibility for overseeing the Executive Director and his staff relative to the custody of the funds of the GUAA and their deposit in appropriate financial or trust institutions designated by the Board of Governors; the payout of monies only by checks bearing authorized signatures; that full and accurate accounts of receipts and disbursements and other financial information are kept in books belonging to the GUAA; and that accurate reports to the Board of Governors of the financial transactions of the GUAA are prepared, which shall be open at any time to the inspection of the Board of Governors. The signature of the Treasurer or the Executive Director or his delegate shall be required for the expenditure or transfer of any monies of the GUAA.
- b) The Treasurer shall publish, at least once in a fiscal year, an accurate and complete report reflecting the financial activities of the GUAA, setting forth any information requested by the Board of Governors.
- c) The Treasurer shall cause the accounts and financial condition of the GUAA to be audited annually by an accounting firm to be selected by the Board of Governors. The Treasurer shall also perform all other duties assigned to him by the President or the Board of Governors.

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

Section 10. Immediate Past President: The Immediate Past President shall serve as the GUAA's liaison to the Board of Regents of the University.

ARTICLE VII

Standing Committees of the GUAA

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

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

- b) Communications and Technology Committee - The Communications and Technology Committee shall advise the Board of Governors and plan, develop, and implement programs regarding the GUAA's communications.
- c) Career Services Committee - The Career Services Committee shall plan and implement a full-scale alumni career service program and shall oversee the Professional Alliances as set forth in Article XI.
- d) Campus Engagement Committee - The Campus Engagement Committee shall engender greater alumni participation in the affairs of each of Georgetown's campuses — Undergraduate, Law, Medicine, Graduate and the School of Continuing Studies — and greater involvement of the constituencies of those campuses - students, faculty and administrators — in the activities of all Georgetown alumni.
- e) Alumni Club Committee - The Alumni Club Committee shall oversee and supervise all University Alumni Clubs and Club initiatives as set forth in Article XI, and shall be the conduit for information about the University and the GUAA to its regional communities throughout the world.
- f) Class Advancement Committee - The Class Advancement Committee shall recruit and support the class leaders in their roles in communications, events, reunions and fund raising.
- g) Awards Committee - The Awards Committee shall, from nominations submitted by alumni and by university staff, select the recipients of the John Carroll, Patrick Healy, Timothy Healy, William Gaston, Founders, Apollonian, 1820, and Georgetown University Alumni Association Faculty Recognition Awards, and any other awards created by the Board of Governors.
- h) Nominations Committee - The Nominations Committee shall select nominees for Elected Governors to the Board of Governors and the officers of the GUAA utilizing election procedures drafted by the Nominations Committee and approved by the Board of Governors. The committee shall select a slate of candidates, which it shall submit to the Board of Governors for approval. If approved, the slate of candidates shall then be presented to the membership of the GUAA for election, as provided in Article V hereof. To facilitate election of the officers of the GUAA, the committee shall solicit self-nominations from current members of the Board of Governors and Senators, shall

announce the candidates who have nominated themselves to the Board, and then shall solicit input from the Board. The committee shall review each nomination, which shall include the materials required by the Nomination Committee Guidelines. The committee shall recommend officer candidates to the Board of Governors, which then shall approve or reject the candidates at the Spring Meeting.

- i) Strategic Review Committee - The Strategic Review Committee shall perform the work assigned to it from time to time by the Executive Committee and shall report regularly to the Executive Committee regarding its work.

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

Section 3. The President, with the advice and consent of the GUAA Officers, shall appoint the Chair of each Standing Committee, who shall serve at the pleasure of the President.

Section 4. Ad Hoc Committees: The President may create one or more other committees and appoint members of the Board of Governors and Senators and, in appropriate cases, other members of the University's alumni community, to serve on Ad Hoc Committees of the GUAA. The President shall give any such Ad Hoc Committee a specific focus or issue to address during a term no longer than the remaining term of the President. Any such Ad Hoc Committee shall report regularly to the Executive Committee regarding its work.

Section 5. Meetings: The Standing Committees shall meet as necessary upon notice from the committee chair.

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

Section 7. Each Standing Committee shall create and maintain a set of Committee Guidelines for its work, which guidelines shall include but not be limited to a mission statement, committee goals and objectives and committee voting procedures. The Executive Committee shall review and approve each Standing Committee's Guidelines every two (2) years.

ARTICLE VIII

Fiscal Year

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

ARTICLE IX

Bonding of Officials

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

ARTICLE X

Alumni Senate

Section 1. There shall be an honorary auxiliary of the Board of Governors known as "the Alumni Senate." The Alumni Senate shall consist of all former officers of the GUAA and all former members of the Board of Governors who meet the requirements set forth below.

- a) Senators: Those individuals who are engaged in the activities of the GUAA as set forth in the Senator Statement of Responsibility which shall be signed every two years by each Senator by a deadline set by the Executive Director. Any Senator who, without legitimate excuse, chooses not to sign the Statement of Responsibility or fulfill the obligations set forth in the Statement of Responsibility shall be deemed to have resigned as a Senator.
- b) Every two years, to coincide with the beginning of a new Presidential term, each Senator who served the previous year as a Senator will be asked in writing by the Executive Director to advise the Executive Director whether he desires to serve as a Senator during the next year. Failure to respond to such a request within thirty days shall mean that the Senator has been deemed to have resigned for the remainder of the applicable two year term.
- c) Any individual who has previously served as a Governor or Senator who wishes to become a Senator, shall inform the Executive Director prior to August 1 of any fiscal year in which a new President has taken office and thereafter sign the Statement of Responsibility by the deadline to do so.
- d) Any individual who has previously served as a Governor or Senator who wishes to serve as a Senator in fiscal year 2016, shall inform the Executive Director prior to March 8, 2016 and provide a signed Statement of Responsibility in conjunction with such notification.

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

ARTICLE XI

GUAA Alumni Clubs and Professional Alliances

A. Alumni Clubs

Section 1. The GUAA shall recognize all GUAA Alumni Clubs duly organized and chartered pursuant to the Alumni Club guidelines established by the Alumni Club Committee and approved by the Board of Governors.

Section 2. Any GUAA Alumni Club that fails to conform to any applicable provisions of the Alumni Club Guidelines may have its charter hereunder suspended or revoked by the GUAA as set forth in those guidelines, acting through its Board of Governors or its duly authorized representative. The Board or its duly authorized representative may take any or all actions necessary to ensure compliance with the terms of the Alumni Club guidelines.

Section 3. Any GUAA Alumni Club President, other officer or board member may be removed by a vote of the Board of Governors, or the Executive Committee of the Board of Governors, or a committee of the Board of Governors duly appointed.

B. Professional Alliances

Section 1. The GUAA shall recognize all Professional Alliances duly organized and chartered pursuant to the Professional Alliance guidelines established by the Career Services Committee and approved by the Board of Governors.

Section 2. Any Professional Alliance that fails to conform and abide by the GUAA Professional Alliance Guidelines may, at the recommendation of the Career Services Committee of the Board of Governors or other duly authorized representative of the Board of Governors, have its charter suspended or revoked by the GUAA as set forth in those guidelines, who shall act through its Board of Governors or other duly authorized representative. The Board, its Career Services Committee or their duly authorized representative may take any and all actions necessary to ensure compliance the GUAA Professional Alliance guidelines.

Section 3. Any Professional Alliance President, other officer or board member may be removed by a vote of the Board of Governors, the Executive Committee of the Board of Governors, or a committee of the Board of Governors duly appointed.

ARTICLE XII

The Hoya Gateway Program

Section 1. The GUAA shall oversee and supervise the Hoya Gateway Program (“HGP”) through the GUAA’s Career Services Committee (“CSC”).

Section 2. The purpose of the HGP is to facilitate career related conversations and other similar interactions and collaborations between and among University students and GUAA Members.

Section 3. The HGP may include all of the Georgetown University Community, including GUAA Members, and such other friends of the GUAA and University as the HGP leadership deems necessary to serve the HGP’s purpose.

Section 4. The HGP shall be governed by bylaws and/or other operating documents drafted by the HGP leadership. The HGP bylaws are subject to review and approval by the CSC, and shall not take effect without CSC approval. Final authority to review and approve the HGP bylaws resides in the Board of Governors, in its discretion.

ARTICLE XIII

Amendments

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

ARTICLE XIV

Indemnity

Each person who is or was a Governor, Senator, or officer of the GUAA shall be indemnified for any action or failure to act while serving in such capacity by the GUAA to the fullest extent

permitted or authorized by the Delaware General Corporation Law. Unless the President in consultation with the Executive Committee of the GUAA determines that adequate coverage is unavailable at an acceptable cost, the GUAA shall be obligated to maintain insurance, at its expense, for its benefit in respect of the indemnification set forth in this article and for that of any person whether or not the GUAA would otherwise have the power to indemnify such person.

ARTICLE XV

Rules of Order

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