

**BY-LAWS OF THE ALUMNI ASSOCIATION OF ST. JOHN'S COLLEGE,
AMENDED AND RESTATED AS OF July 5, 2003**

PREAMBLE

The Alumni of St. John's College in Annapolis, Maryland, and Santa Fe, New Mexico (the "College"), wishing to establish the best means to provide an active place for the Alumni in the life of the College and for continuing association with one another, and having in view a paramount desire to serve, preserve and advance the best interests of the College as one community of and for liberal education, do establish these By-Laws for the governance of the Alumni Association of St. John's College (the "Association"). These By-Laws are to be understood and interpreted in light of the purposes stated in this Preamble.

**ARTICLE I
OFFICES**

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

**ARTICLE II
MEMBERSHIP**

SECTION 1. MEMBERS. All who have been awarded a degree by the College shall be called Alumni. In addition, all who have completed at least one semester of undergraduate study or at least one segment of Graduate Institute study but who are not currently enrolled, shall be called Alumni either (a) in the case of undergraduate students, when the class with which they matriculated has graduated, or (b) in the case of Graduate Institute students, at the end of three full sessions of the Graduate Institute after the one in which they last enrolled. In addition, all who have been designated as honorary members of the Alumni Association of St. John's College shall be called Alumni. All who have ever been Alumni shall continue to be. The Association is inclusive of all Alumni and does not discriminate on the basis of race, religion, color, sex, sexual orientation, age, national or ethnic origin, or against the handicapped.

SECTION 2. HONORARY MEMBERSHIP. Honorary membership shall be granted to all persons who receive honorary degrees from the College.

Honorary membership may be granted to any person who shall have rendered valuable and outstanding service to the College or the Association. Honorary

membership may be granted (i) by resolution of the Board of Directors or (ii) by election at an Annual Meeting or Special Meeting as prescribed below.

Upon petition signed by at least fifty members of the Association in good standing and delivered to an alumni relations officer at least one month prior to the Annual Meeting, or if a Special Meeting shall be called for that purpose due to the request by at least fifty members of the Association in good standing, a nomination for honorary membership shall be presented to the membership at such Annual Meeting or Special Meeting and, if a majority of members in good standing and voting at such meeting shall approve, in person or by proxy, the nominee shall become an honorary member.

ARTICLE III **MEETINGS OF MEMBERS**

SECTION 1. THE ANNUAL MEETING. The Annual Meeting of the membership of the Association shall be held at the College, in Annapolis, Maryland, or Santa Fe, New Mexico, on a Saturday in any month as may be designated in advance by the Board of Directors as a Homecoming Day. At least six weeks prior notice of the days designated as Homecoming Days on each campus of the College and of the date and campus of the Annual Meeting shall be provided to members of the Association.

SECTION 2. SPECIAL MEETINGS. Special Meetings of the members of the Association may be held at the College, in Annapolis, Maryland, or Santa Fe, New Mexico, or elsewhere, whenever notice is given to members.

Notice of a Special Meeting for any purpose or purposes (i) may be called by the President, or in his or her absence, by the Vice President, or (ii) shall be called by the Secretary at the request in writing of (a) a majority of the Board of Directors or (b) at least fifty members in good standing. Such a request shall state the purpose or purposes of the Special Meeting. At least four weeks prior notice of the Special Meeting shall be provided to members of the Association.

If the person to whom a valid request was sent in writing for a Special Meeting shall fail or refuse to issue a call for such a meeting within fourteen days after receipt of such a request, the persons requesting such Special Meeting may issue a call by giving at least thirty days written notice of the date, time and place, and purpose of the meeting by advertisement inserted in a daily or weekly newspaper, published in Annapolis, Maryland, in Santa Fe, New Mexico, and providing written notification of such call to the alumni relations officer of each campus of the College. Such alumni relations officers shall promptly provide notice of the Special Meeting to the Board of Directors and post information relating to the Special Meeting on an appropriate College or Association website. Any business may be brought before such a Special Meeting if notice of such business in reasonably specific detail has been included in the call for the Special Meeting given in the manner specified above.

SECTION 3. QUORUM. At any Annual or Special Meeting of the Association, twenty-five members present in person or represented by proxy shall constitute a quorum for all decisions binding on the Association, unless the representation of a larger number shall be specifically required by these By-Laws, in which case the representation of the number so required shall constitute a quorum.

SECTION 4. ORGANIZATION. The President, or in his or her absence, the senior officer there present, shall call the meetings of the membership to order and shall chair all Annual or Special Meetings. The Secretary shall act as secretary of all Annual or Special Meetings of the Association, but in the absence of the Secretary, the presiding officer may appoint someone to act as secretary. In the absence of the President, the “senior officer” shall be considered to be, in order, the Vice-President, the Treasurer, the Secretary, any member of the Executive Committee, the immediate past President, or, in the absence of all of the above, such member in good standing who shall be chosen by the members present, in person or by proxy, at such Annual or Special Meeting.

The order of business for the Annual Meeting shall be determined in advance by the President in consultation with the Executive Committee.

SECTION 5. VOTING; MEMBER IN GOOD STANDING. A member whose current dues are paid is considered a member in good standing. A member whose current dues are unpaid is not in good standing and may not vote, in person or by proxy.

At any Annual or Special Meeting of the membership each member in good standing shall be entitled to cast one vote in person or by proxy appointed by an instrument in writing signed by the member and delivered to the secretary of the meeting. Such proxy shall be dated but need not be sealed, witnessed or acknowledged, and may grant general or limited power. A proxy shall not be valid for any meeting other than the meeting specified.

Voting shall be conducted at the prerogative of the presiding officer unless a secret ballot is requested for a particular vote by a member in good standing, in which case such vote shall be by secret ballot.

ARTICLE IV **BOARD OF DIRECTORS**

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

Funds of the Association shall be spent primarily for the support of the collegial activities of the members, encouraging the continuing fellowship of Alumni with one

another and promoting association among Alumni in their practice of the liberal arts. In addition, since the Association acknowledges its intention to support the College and its many purposes and, in particular, to support the College's unique educational program, funds may be expended to serve, preserve and advance the best interests of the College as one community of and for liberal education. However, such expenditures shall not be made at the sacrifice of the support necessary to maintain an appropriate level of collegial and educational activities for Alumni. All expenditures of funds shall be made at the sole discretion of the Board of Directors.

SECTION 2. MEMBERSHIP OF THE BOARD. Membership of the Board of Directors shall consist of the following:

Four officers, the President, the Vice President, the Secretary and the Treasurer of the Association, elected by the membership, at the Annual Meeting in the last year of the terms of the incumbent officers, to three-year terms, who shall hold the same office on the Board of Directors without further election by the Board;

- a. Fifteen At-Large Directors elected by the membership at its Annual Meetings, at least three of whom shall be alumni of the Graduate Institute, five of the fifteen to be elected each year to a three-year term;
- b. Six Directors appointed by the President to include one Alumni tutor, one undergraduate student, and one Graduate Institute student from each campus;
- c. The immediate past President of the Association;
- d. The president or the designated representative of each Chartered Chapter of the Association;
- e. Two Alumni members of the College Board of Visitors and Governors, appointed by the President;
- f. The alumni relations officer of each campus of the College; and
- i. Directors Emeriti, as from time to time may be so designated by the Board of Directors.

Except for Directors appointed pursuant to clauses c or g above, all Directors must be members in good standing of the Association in order to serve on its Board of Directors and in order to exercise their powers as Directors.

SECTION 3. TERM OF OFFICE. Each At-Large Director shall be elected by the membership to serve for three years and until his or her successor shall be elected. Terms of office begin January 1 following the elections.

Each officer and each At-Large Director of the Association may be elected to the same position for a maximum of two consecutive full terms. At-Large Directors and officers ineligible for re-election to a particular position may be elected to any other office.

SECTION 4. VACANCIES. In case of any vacancy in the Board of Directors involving an officer or At-Large Director, the remaining Directors, at any meeting, may elect a successor to hold office for the unexpired portion of the term. In the event that the office of the President shall become vacant, the Vice President shall assume the duties of the President until the Board of Directors elects a successor to fill the unexpired term of the President.

Any officer or elected or appointed Director may be removed from office with or without cause by the affirmative vote of a majority of the members of the Association in good standing.

An officer or elected or appointed Director may be removed from the Board by failure, after thirty days notice, to maintain his or her membership in good standing, or by failure for three consecutive meetings to attend meetings of the Board, in which case the removal may be effected by a majority vote of the Board members present at the meeting in which the failure is brought to the attention of the Board.

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

Special meetings of the Board of Directors shall be held whenever called by the President or the Vice President. Special meetings must be called by the President or the Secretary upon written request of a majority of the Board of Directors. The Secretary shall give notice of each special meeting to the Board of Directors at least thirty days prior to the meeting, but such notice may be waived by any Director. The notice shall include the agenda of the meeting.

Unless otherwise indicated in the notice thereof, any and all business may be transacted at any special meeting. At any meeting at which every Director shall be present, even though without notice, any business may be transacted and any Director may in writing waive notice of the time, place and objects of any special meeting.

In the absence of compelling circumstances requiring otherwise, meetings shall be held on weekends at the College.

SECTION 6. QUORUM. The presence of one-quarter of the Board of Directors at any meeting shall constitute a quorum for the transaction of business, but if at any such meeting there shall be less than a quorum present, a majority of those present may adjourn the meeting from time to time. If after good faith efforts to convoke a quorum, it appears probable that a quorum will not be gathered, the President may, if necessary,

request by notice to the Directors that they vote on specific resolutions by mail or e-mail. Such resolutions shall be considered passed if a majority of members of the Board of Directors cast written or e-mail ballots in the affirmative within fifteen days from the date of notice.

SECTION 7. PROXIES. The delegation of general or blanket proxy is prohibited, but Directors not present at meetings may vote on specific resolutions on the agenda either by written delegation of a specific proxy or by written ballot.

SECTION 8. REQUIRED VOTE. An affirmative vote of a majority of those present at any meeting shall be necessary for the passage of any resolution, the election of any person, or the taking of any other action, unless otherwise expressly provided.

SECTION 9. ORDER OF BUSINESS. At meetings of the Board of Directors, business shall be transacted in such order as from time to time the Board of Directors may determine. At all meetings of the Board of Directors, the President of the Association, or in his or her absence, the senior officer present, shall preside. In the absence of the President, the “senior officer” shall be considered to be, in order, the Vice-President, the Treasurer, the Secretary, any member of the Executive Committee, the immediate past President, or, in the absence of all of the above, such Director who shall be chosen by the Directors present.

ARTICLE V **EXECUTIVE COMMITTEE**

At the first regular meeting of each year, an Executive Committee of five members of the Association shall be elected from and by the Board of Directors with proper regard for national geographic representation. To this Committee is delegated all of the business and affairs of the Association in the intervals between regular and special meetings, including but not limited to matters of budget and finance. The Executive Committee shall include the President and Treasurer.

The three remaining members of the Executive Committee shall be nominated by the President and elected by the Board of Directors. One member shall be appointed by the President to record all official actions. At any meeting of the Executive Committee at least four of the members shall constitute a quorum for the transaction of business. If necessary, meetings of the Executive Committee may be conducted by electronic media, including telephone or e-mail, provided that at least a quorum of members participate. At the special request of any Executive Committee member, two days notice to members shall be required.

ARTICLE VI
OFFICERS

SECTION 1. The officers of the Association shall consist of a President, Vice President, Secretary and Treasurer, all elected by the members of the Association from among the membership as prescribed in Article IV, Section 2a. The officers of the Association shall perform their enumerated and implied duties subject to the general oversight of the Board of Directors, and shall have such other duties as from time to time may be assigned by the Board of Directors.

SECTION 2. **DUTIES OF THE PRESIDENT.** The President shall be the chief executive officer of the Association, responsible to the Board of Directors and to the membership at large for the faithful execution of the business and purposes of the Association under the operation of these By-Laws. The President shall preside at all meetings of the membership, of the Executive Committee, and of the Board of Directors. The President shall keep the Board of Directors fully informed and shall freely consult with them concerning the business of the Association. With the Secretary, the President shall sign all Charters for Chapters.

SECTION 3. **DUTIES OF THE VICE PRESIDENT.** The Vice President shall perform the duties of the President in the absence of the President, and shall perform such other duties as may from time to time be assigned by the Board of Directors.

SECTION 4. **DUTIES OF THE SECRETARY.** The Secretary or an alumni relations officer designated by the Secretary and acting on his or her behalf shall record the Minutes of all meetings of the Board of Directors and of the Association; the Secretary shall give and clarify all notices of the Association, affix the seal of the Association to all contracts and documents executed by the proper corporate officer or officers to the extent required, assure that an accurate record of the names and addresses of members of the Association is maintained by the alumni relations officers of the College, determine from the records of the alumni relations officers which members of the Association are entitled to vote at meetings, and perform all the duties ordinarily incident to the office of secretary of a corporation. With the President, the Secretary shall sign all Charters for Chapters.

SECTION 5. **DUTIES OF THE TREASURER.** The Treasurer shall have general charge and supervision of the finances, investments, securities, accounts receivable and payable, contracts, books of account, accounting, auditing, and preparing the annual budgets and federal and state tax returns of the Association, have custody of all the funds and securities of the Association, be the chief financial officer of the Association, shall keep the Board of Directors fully informed of its financial condition, and perform all acts incident to the position of treasurer of a corporation, including the filing of appropriate State and Federal tax returns.

ARTICLE VII
ELECTION OF OFFICERS AND DIRECTORS

SECTION 1. NOMINATIONS. One candidate for each of the four officers of the Association and at least one candidate for each At-Large Director whose term is ending or which becomes vacant shall be selected by the Nominating Committee and presented to and ratified by the Board of Directors at a meeting sufficiently early to allow for notice of the nominations as required under these By-Laws and pursuant to any operating resolutions adopted by the Board of Directors. The consent of the proposed nominee shall be obtained prior to notice to the members of the Association.

Notice of the proposed candidates and of the opportunity to submit nominations by petition shall be distributed to the members at least eight weeks prior to the Annual Meeting at which the relevant elections will be held. The notice shall clearly describe the requirements for and procedure to nominate additional candidates by petition.

Other nominations for any of these offices may be made by petition (i) signed by no fewer than fifty members of the Association in good standing, (ii) accompanied by biographical sketches of proposed candidates and a certification that the consent of all such persons to becoming nominees has been obtained, and (iii) presented to the Secretary or an alumni relations officer at least two weeks prior to the Annual Meeting at which the relevant elections will be held.

SECTION 2. ELECTIONS. Elections shall be conducted at each Annual Meeting. Each member of the Association in good standing shall be entitled to cast one vote, in person or by proxy, for a nominated candidate for each office of the offices of President, Vice President, Secretary and Treasurer, when such officers are to be elected at that Annual Meeting, and shall be entitled to cast five votes, in person or by proxy, for nominated candidates for At-Large Directors, provided that no member may cast more than one vote for any individual. The candidates receiving the most votes (which need not be a majority) for each of the officer positions shall be declared elected, and the five candidates for At-Large Director receiving the highest number of votes shall be declared elected; in the event of a tie, a run-off election shall be held immediately. If there are no contested elections for officers or if there are five or fewer nominees for At-Large Directors, the presiding officer may entertain a motion to elect such nominees by voice vote, without the necessity of tallying votes.

ARTICLE VIII
BOARD OF VISITORS AND GOVERNORS

SECTION 1. ALUMNI MEMBERS. Each year three members of the Association shall be elected to membership on the Board of Visitors and Governors (the "BVG") of the College for terms starting simultaneously with the regular terms of other members of the BVG, in such a manner that there shall be nine members of the BVG elected by the members of the Association, consisting of three classes of three members

each. The term of each class shall be three years, and no one may be elected for more than two consecutive terms pursuant to this Article. Outgoing members of the BVG elected pursuant to this Article shall continue to serve until their successors are elected.

SECTION 2. NOMINATIONS. At least one candidate for each of the three members of the BVG to be elected pursuant to this Article in each class of three shall be selected by the Nominating Committee and presented to and ratified by the Board of Directors at a meeting sufficiently early to allow for notice of the nomination as required under these By-Laws and pursuant to any operating resolutions adopted by the Board of Directors. The consent of the proposed nominee shall be obtained prior to notice to the members of the Association.

Other nominations for election to the BVG may be made by petition signed by no fewer than fifty members of the Association in good standing and presented to an alumni relations officer on or before the Petition Deadline Date for the related election. The Petition Deadline Date shall be set by resolution of the Board of Directors as a specified date that is (a) a date on which the College will be conducting classes and on which the College's administrative offices will be open, and (b) at least six months prior to the beginning of the term on the BVG which is the subject of the election.

All persons nominated pursuant to this section must be members of the Association.

SECTION 3. NOTICE AND BALLOTING. Notice of the nominees ratified by the Board of Directors, accompanied by biographical sketches, and of the opportunity to submit nominations by petition shall be given to members of the Association at least eight weeks prior to the Petition Deadline Date. The notice shall clearly state the number of members of the Association in good standing who must sign such nominations by petition, that such petitions must be accompanied by biographical sketches, that the consent of all persons nominated must first be obtained, the Petition Deadline Date by which such petitions must reach the alumni relations officers to be valid, and that if by the Petition Deadline Date only three nominees have been proposed by either method, then those nominees shall be considered elected. (The notice may refer to the Petition Deadline Date by specifying the date itself, and need not refer to it as the "Petition Deadline Date".)

If by the Petition Deadline Date only three nominees have been proposed, then those nominees shall be considered elected. If, however, more than three Alumni have been nominated by the Petition Deadline Date, a special notice shall be mailed no later than one month following the Petition Deadline Date, and shall be accompanied by a ballot, and instructions that the ballot is to be delivered to a specified alumni relations officer by a specified date no less than 45 days following the date such notice and ballot were mailed.

SECTION 4. TALLYING. The specified alumni relations officer shall open all ballots and shall keep a cumulative total of the votes cast. This officer shall present the

ballots and the record to the Secretary as soon as possible after the deadline specified in the notice and ballot, for official tally and announcement of the results by notice to the Directors and the members of the Association. The three candidates receiving the highest number of votes shall be elected.

SECTION 5. VACANCIES. In case of any vacancy in the BVG involving any member of the BVG elected pursuant to this Article, such vacancy may be filled by interim election by the Board of Directors, and the person so selected shall serve from the next meeting of the BVG until the expiration of the original term. A person selected to serve the remainder of such a term shall not thereby be considered to have been elected to the unexpired term for purposes of the limitation set forth in Section 1 of this Article.

ARTICLE IX **CHARTER FOR LOCAL CHAPTERS**

SECTION 1. CHARTERS. The Board of Directors may issue Charters to local, area, or regional Alumni units or groups (“Chapters”). The Charter shall establish and recognize a local, area, or regional unit composed of members of the Association. The Charter shall specify the name of the Chapter and shall state the general purposes for which it was formed. The granting of a Charter shall be regulated by such rules as the Board of Directors may, from time to time, promulgate as to the required number of members, meetings and activities of a Chapter.

SECTION 2. GOVERNANCE OF CHAPTERS. Upon issuance of a Charter, the local Chapter may make such rules and regulations for its government as it shall deem necessary and proper, but not inconsistent with the Charter or By-Laws of the Association or any resolutions of the Board of Directors.

SECTION 3. NO BINDING EFFECT. No action or actions taken by a Chartered Chapter shall in any way bind or be legally obligating on the Association unless said action was specifically authorized by the Board of Directors.

ARTICLE X **COMMITTEES**

SECTION 1. STANDING COMMITTEES. Committees are created specifically to carry out the essential functions and achieve the goals of the Association. The President shall appoint chairs and members of the following standing committees from among the members of the Board of Directors.

a. **NOMINATING COMMITTEE.** The President shall appoint seven (7) members with proper regard to campus affiliation and degree to act as a nominating committee. The duties of the Nominating Committee shall include submitting nominations to the Board of Directors for officers of the Association,

At-Large Directors, members of the BVG to be elected pursuant to Article VIII, honorary members of the Association, recipients of Awards of Merit, Directors Emeriti, and such other positions and honors as the Board of Directors shall authorize.

b. **BUDGET AND FINANCE COMMITTEE.** The President shall appoint at least five (5) members, including the Treasurer, to act as a budget and finance committee. The duties of the Budget and Finance Committee shall include reviewing the Association budgets and financial results, being available to advise the Board of Directors on all relevant financial matters, and performing financial oversight of the Treasurer as required by the Board of Directors.

SECTION 2. OTHER COMMITTEES. Other working or advisory groups as required from time to time to carry out the business of the Board of Directors shall be established by the President. The President shall appoint the chairs and members of such other committees from among the members of the Board of Directors or the Association.

ARTICLE XI **DUES**

Annual dues for each member shall be a sum fixed by the Board of Directors. Annual dues shall be collected by the Treasurer or an alumni relations officer designated by the Treasurer and acting on his or her behalf. Annual dues shall be due and payable upon solicitation.

ARTICLE XII **SEAL**

The Seal of the Association shall be circular, with the name of the Association and the year 1934 engraved around the margin and the center shall contain a stone pyramid with columned cupola at the apex, and a figure climbing the right side of the pyramid in exact similarity to the center of the official Seal of the College. The word SEAL shall appear in the space below the base of the pyramid.

ARTICLE XIII **AMENDMENTS**

SECTION 1. PROCEDURES FOR AMENDMENT. Any and all provisions of these By-Laws may be altered, amended, added to, or repealed by a majority of the members of the Association, present in person or by proxy, at any Annual or Special Meeting, provided that notice of any proposed amendment shall have been provided to members of the Association at least six weeks prior to that meeting.

Amendments to these By-Laws shall be submitted to the membership at an Annual or Special Meeting upon the vote of the Board of Directors, or by petition of at least fifty members in good standing received by an alumni relations officer at least ten weeks prior to the date of the meeting. Upon receipt of such a petition, such alumni relations officer shall provide prompt notice thereof to the Board of Directors and notice to members of the Association no later than six weeks prior to the date of the meeting at which the amendments are to be considered.

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

ARTICLE XIV **NOTICES**

SECTION 1. NOTICE TO THE BOARD OF DIRECTORS. Unless otherwise specifically provided herein, notice required to be provided to the Board of Directors shall be sufficient if sent to all the members of the Board of Directors by mail, by facsimile transmission or by e-mail, in each case to the postal address, fax number or e-mail address provided by such member for the records of the Association. Notices relating to meetings of a committee of the Board of Directors need only be made to all members of such committee as provided above. Notices sent by facsimile transmission or by e-mail will be considered to have been given on the date sent; notices sent by mail will be considered to have been given three business days following the date placed in the mail. 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.

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

a. **Notice by mail.** Written notice mailed to each member of the Association at the postal address recorded in good faith in the books of the College for such member; members for whom the College does not have postal addresses shall not receive such notice.

b. **Notice by publication.** Timely publication of any notice in any communications or publications sent to all members of the Association for which the College has an address.

c. **Notice by web-site.** Notice posted on a web-site available to the members of the Association (an "On-Line Notice"), provided that either notice by mail or notice by publication, as specified above, shall have been timely provided specifying (i) that On-Line Notice is being provided, (ii) the address of the web-site, specifying the page on which such On-Line Notice or links thereto may be

found, and (iii) a statement indicating that and how a member may receive a written copy of the On-Line Notice by mail or facsimile transmission upon request. In the case of any On-Line Notice, both the posting on the web-site and the notice by mail or by publication of such posting must be made by any required dates for such On-Line Notice to be sufficient; for the avoidance of doubt, On-Line Notice will be sufficient if the notice by mail or publication of such posting on the web-site is made prior to the posting on the web-site, so long as the notice by mail or publication indicates the date by which the posting will be made.

ARTICLE XV **REMOVAL OF OFFICERS**

SECTION 1. GROUNDS FOR REMOVAL. Officers may be removed under this Article only for criminal activity, other serious malfeasance involving the performance of such officer's duties or gross dereliction of duty.

SECTION 2. INITIATION OF THE REMOVAL PROCESS. The removal process with respect to an officer shall be initiated by a written request for removal (a "Removal Call") either by (a) unanimous resolution of all members of the Executive Committee (excluding the vote of such officer if that officer is a member of the Executive Committee) or (b) the delivery to the President (or if such officer is the President, to the Vice President) of a petition duly signed by at least one quarter of the members of the Board of Directors each of which must be in good standing and have attended at least three regular meetings within the previous two years. The Removal Call shall specify the grounds for removal under the standard stated in Section 1 of this Article and a copy shall be provided promptly to each alumni relations officer. Upon such Removal Call, the officer whose removal is sought (the "Suspended Officer") shall have all duties immediately suspended until a decision regarding the removal is reached. If the Suspended Officer is the President such duties shall be conducted by the Vice President as provided in Article VI, Section 3; if otherwise, the President shall designate an individual to conduct such duties.

SECTION 3. NOTICES. Promptly upon the initiation of a removal process, the alumni relations officers shall provide notice to each member of the Board of Directors. Such notice shall include a copy of the Removal Call and indicate the time and place of the Hearing described in Section 4 below.

SECTION 4. THE HEARING. The removal shall be considered at a special meeting of the board (a "Hearing") as provided under Article IV, Section 5. The Hearing shall be scheduled immediately preceding the next regular meeting of the board, or if no regular meeting is scheduled within one hundred and twenty (120) days of the Removal Call, on a weekend within ninety (90) days of the Removal Call. The Hearing shall be held on the campus of the next scheduled regular meeting of the board.

The Hearing shall be conducted as provided for in these By-laws, except as modified hereby. The presiding officer shall at the start of the meeting call for any motions requesting election of another member of the board to preside over the meeting. Upon any such motion and second, a secret ballot vote shall be taken on the candidates for chairing. The candidate receiving a majority of the votes cast shall be designated presiding officer.

The individuals who have made the Removal Call shall designate a representative who shall present the case for removal. The Suspended Officer (or that person's designated representative shall present the rebuttal. Each of these statements shall be limited to thirty minutes. Following these statements, questions may be asked by any member of the board of either representative or any other persons. Answers to questions during this time shall be limited to no more than five minutes. No later than after sixty (60) minutes of such questioning, the presiding officer shall call for a vote on whether to extend the question period for a further sixty (60) minutes or to conduct a ballot on removal at that time.

At the conclusion of the question period, a vote on removal shall be conducted by secret ballot. If 2/3 of the members of the Board of Directors in good standing present at such meeting in person or by proxy affirmatively vote to remove, the Suspended Officer is immediately removed from office; otherwise, the Suspended Officer is immediately reinstated. The decision so reached shall be final.

Any subsequent Removal Call made on the same officer after reinstatement must include a declaration of the new grounds or evidence for removal.