

BYLAWS OF THE



ARTICLE I.

1.1 Name. The name of this organization is The Duke Alumni Association (the "Association").

ARTICLE II.

2.1 Mission. The mission of the Association is to engage, connect, and celebrate alumni, students, and friends of Duke University (the "University").

ARTICLE III.

Membership

3.1 Member Eligibility. Anyone who has completed at least two consecutive semesters of work towards a degree from the University.

ARTICLE IV.

Board of Directors

4.1 General. A Board of Directors (the "Board") is established under this Association to serve in an advisory role in support of the mission of the Association. The Board shall be led by an Executive Committee as defined under Section 6.1.

4.2 Composition. The Board shall be composed of the following members:

- a. Officers. President, President-Elect, Vice-Presidents, and a Secretary/Treasurer, the immediate past President of the Board for the year following his/her term
- b. At Large Members. Unless otherwise approved by the Executive Committee and at the recommendation of the Nominating Committee, up to 40 at large board members who shall be representative of the alumni body.
- c. Student Representatives. Selected by the Association staff from the student body and chosen from the University at large.
- d. Faculty Members. Two members of the Duke University faculty selected by the Nominating Committee.
- e. Honorary Members. Selected by the Association staff, up to five on-campus alumni who are actively engaged in the vital life of the University community and are valued for their unique perspective as both alumni and employees. Honorary members serve unlimited terms but active service on the Board is expected to conclude no more than three years after retirement from the University. Honorary members are non-voting.

4.3 Election. Elections of Board members shall be held at the Spring Board meeting, unless otherwise deemed necessary by the Executive Committee, and

shall be based upon nominations submitted by the Nominating Committee.

4.4 Tenure. The terms of at-large and faculty members of the Board of Directors shall be two fiscal years, with one-half of such Directors being elected each year. Board members shall serve no more than two terms, although service may be extended in limited circumstances upon recommendation of the Executive Committee and approval of the Board. In no event, shall any Board member serve more than six consecutive years on the Board, except that an officer may serve through completion of the officer's term and beyond six years in limited circumstances. Such extensions of service of officers must be approved by the Executive Committee and the Board. In addition, an individual who is elected to the Board to complete an unexpired term of one year or less may serve up to two additional consecutive terms.

4.5 Removal. Any Officer or Board member, upon recommendation by the Executive Committee, may be removed from the Board by a majority vote of the Board whenever in its judgment the best interest of the Board will be served.

4.5 Vacancy. If a vacancy occurs on the Board for any reason, such vacancy may be filled for the remainder of the unexpired term.

4.7 Meetings. Regular meetings of the Board shall be held at least bi-annually and at such times as may be set by the Executive Committee. A special meeting may be called by the President or the Executive Committee at any time on at least ten days' notice to the Board members.

4.8 Quorum. A majority of the Board shall constitute a quorum for the transaction of business.

4.9 Solicitation of Nominations. A notice shall be published annually in Duke Magazine, or successor official publications of the Association as well as through various other media including the Association's official web site, requesting recommendations and nominations for members of the Board.

ARTICLE V.

Officers

5.1 Election. The University's Associate Vice President of Alumni Affairs shall be the Secretary/Treasurer of the Association. Other officers of the Association shall be elected by the Board for terms corresponding to the Association's fiscal year. The President of the Board shall be elected for a two-year term corresponding to the Association's fiscal year. The President-elect shall be elected for a one-year term in alternating years, corresponding with the Association's fiscal year. The Vice Presidents shall be elected by the Board for one-year terms which may be renewed. Elections shall take place at the Spring Board meeting, unless otherwise deemed necessary by the Executive Committee. The President, President-Elect, and all Vice Presidents must be current and active members of the Board.

5.3 Duties. Officers shall have such authority and perform such duties as generally contemplated by such offices. The President shall preside at meetings of the Association, Board, and Executive Committee. In his or her absence, the President-elect or a designated Vice President shall preside and perform such duties.

5.4 Vacancy. A vacancy in an office may be filled by the Board for the unexpired term.

ARTICLE VI.

Committees

6.1 Executive Committee. The Board shall include an Executive Committee with full power and authority to transact the business and affairs of the Association between meetings of the Board. The Executive Committee shall be elected by the Board and is composed of:

- a. Officers of the Board.
- b. Additional members of the Board as determined by the President or President-Elect prior to the annual election of Officers and Board members.
- c. The immediate past President of the Association for the fiscal year following his or her term as President.

6.2 Nominating Committee. The Board shall include a Nominating Committee consisting of at least five and no more than seven current or past members of the Board. The committee shall include the immediate past President in years when a President-elect is to be chosen, President, President-elect (when in office) and Secretary/Treasurer. The President shall appoint the remaining members and the chair of the committee.

6.3 Additional Committees. Other committees of the Board may be established by or upon approval of the Executive Committee.

6.4 Quorum. A majority of the members of any committee shall constitute a quorum for the transaction of business.

ARTICLE VII.

Miscellaneous

7.1 Fiscal Year. The fiscal year of the Association shall be July 1 to June 30.

7.2 Amendments. The Executive Committee, upon approval of the Board, shall have the authority to amend these Bylaws at any regular or special meeting of the Board.

7.3 Corporate. This Association exists under authority granted by Duke University.

7.4 The Duke Alumni Association hereby acknowledges the existence of Duke Alumni Association, Inc., a not-for-profit corporation, as a distinct corporate entity over which the Board has no governing authority nor does this entity have authority over the Board.

7.5 A copy of *Duke Magazine* shall be sent to each member of the Duke Alumni Association.

Adopted January 29, 1989
Amended May 22, 1993
Amended May 21, 2005
Amended February 12, 2011
Amended October 22, 2011
Amended February 10, 2012
Amended February 6, 2016
Amended May 5, 2018