

ARTICLE I.

1.1 Name. The name of this organization is The Duke Alumni Association.

ARTICLE II.

2.1 Mission. We engage, connect, and celebrate alumni and friends of Duke University.

ARTICLE III.

Membership

3.1 Qualifications. Members of this Association are all persons who have completed at least two consecutive semesters of work towards a degree from Duke University or its predecessor Trinity College.

3.2 Affinity Groups. With approval of the Board of Directors of this Association, groups of members may form affiliated organizations based on graduating class, field of study, geographic area, or other common interests. Such groups may operate with their own officers, rules, and bylaws to the extent not in conflict with these Bylaws or this organization.

3.3 Removal. Any Officer or Director, 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.

ARTICLE IV.

Board of Directors

4.1 Management. The business and affairs of the Association shall be managed under the direction of a Board of Directors. The Board may delegate authority to its officers and to committees. Unless otherwise limited, the Executive Committee of the Board of Directors is hereby delegated full power and responsibility for the operations of the Association between meetings of the Board.

4.2 Composition. The Board of Directors shall be composed of:

- a. Officers of this Association
- b. The immediate past President of this Association for the year following his/her term
- c. Not less than eighteen at-large representatives
- d. One representative from each association of alumni of a School or College of Duke University
- e. Two Faculty Members
- f. Representatives from the student body (the number to be determined by the Executive Committee), including but not limited to the co-chairs of the Student Alumni Advisory Board ("SAAB") and three additional members of the SAAB, one each from the sophomore, junior, and senior classes. In addition, each class president and the presidents of Duke Student Government, Campus Council, and Duke University Union shall serve as ex-officio members with no voting rights. The graduate and professional student population will be represented by the President of the Graduate and Professional Student Council ("GPSC") and two additional at-large members.

Efforts shall be made to include representatives of a variety of graduating classes, fields of study, geographic areas and reflect the demographics of the alumni body.

- g. Honorary Members. By long tradition, the board has included honorary members selected from among on-campus alumni who are actively engaged in the vital life of the university community. Honorary members are valued for their unique perspective on the university as both alumni and employees. They bring special insights from their campus roles to the board, and in turn serve as ambassadors for the DAA and alumni in their regular workplace: Duke.

Typically, the board includes from three to five honorary members, but there is no set number of seats. The term for honorary members is unlimited, 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. Members of the Board of Directors shall be elected by the Board, except that representatives of Schools and Colleges may be selected by their respective affiliated groups as set forth in section 4.2(f) of these Bylaws.

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. Students' terms shall be for one year only. Representatives of the Schools and Colleges will serve for terms consistent with these bylaws. No person shall serve more than six consecutive years on the Board, except that an officer may serve through completion of the officer's term and an individual who is elected to the Board to complete an unexpired term of one year or less may serve up to three additional consecutive terms. It is expected, however, that most members of the Board will serve no more than two terms.

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

4.7 Meetings. Regular meetings of the Board shall be held at least 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 of Directors shall constitute a quorum for the transaction of business. The act of the majority of the Directors present at such meeting shall be valid. No Director may vote by proxy.

4.9 Publicity. 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 of Directors.

ARTICLE V.

Officers

5.1 Number. Officers of the Association shall consist of a President, President-Elect, Vice-Presidents and a Secretary/Treasurer.

5.2 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 to the Association's fiscal year. The Vice Presidents shall be elected by the Board for one year terms which may be renewed up to two additional terms corresponding to the Association's fiscal year.

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 of Directors for the unexpired term.

ARTICLE VI.

Committees

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

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

The Executive Committee shall nominate Alumni Trustees of Duke University and Alumni members of the Duke University Athletic Council and submit such nominations to the respective boards.

6.2 Nominating Committee. A Nominating Committee shall consist of five current or past members of the Board of Directors including the immediate past President, President, President-elect (in alternating years)

and Secretary/Treasurer. The remaining members shall be appointed by the immediate past President or the President if the immediate past President declines or is unable to serve. The Committee will be chaired by the immediate past President, or if the immediate past President declines or is unable to serve, the President and shall nominate persons to be elected to the Board and to serve as officers.

6.3 Others. Such other committees as may be established by the Board, Executive Committee, or President shall be appointed by the President.

6.4 Quorum. A majority of the members of any committee shall constitute a quorum for the transaction of business. The act of the majority of committee members present at such meeting shall be valid. No committee member may vote by proxy.

ARTICLE VII.

Miscellaneous

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

7.2 Amendments. The Board of Directors shall have the authority to amend these Bylaws at any regular or special meeting.

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 Duke Alumni Association has no governing authority.

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