

**BYLAWS**  
**OF**  
**WORLDWIDE ALUMNI ASSOCIATION**  
**OF THE AMERICAN UNIVERSITY OF BEIRUT**

**Article I**

**Name**

This organization shall be known as the Worldwide Alumni Association of the American University of Beirut (“WAAAUB” or the “Association”).

**Article II**

**Purpose**

Section 2.1 Mission

The mission of WAAAUB is to strengthen the ties between the American University of Beirut (the “University”) and all its alumni and to engage all alumni in advancing and supporting the goals and the educational, research, and service mission of the University. WAAAUB shall foster the educational, career, and social interests of the University’s alumni and shall work to preserve and promote the rich heritage and values of the University.

Section 2.2 Guiding Principles

WAAAUB’s Alumni Council (the “Council”), Board of Directors (the “WAAAUB Board”), officers, and committees shall reflect the diversity in geography, gender, age, and interests of the University’s alumni.

There shall be no registration or dues payments required for WAAAUB’s members.

### Section 2.3 Structure of WAAAUB

WAAAUB was established by the University's Board of Trustees as an integral part of the University that manages its own affairs autonomously within the scope of its mission and mandate. WAAAUB has a Board of Directors, an Alumni Council, local chapters, and all the AUB alumni as participants. WAAAUB is organized so that the AUB alumni elect the at-large members of the Council and the alumni-nominated candidates to the University's Board of Trustees. The Council, which consists of at-large members and the presidents of each approved chapter, elects the at-large members of the Board of Directors and the members of the WAAAUB standing committees. Each standing committee elects its own chair. The Council serves as a forum for the exchange of ideas among its members. The WAAAUB Board of Directors is the governing body. It is composed of 11 at-large members and the 4 chairs of the WAAAUB standing committees. The officers of WAAAUB are a President, Vice President, Treasurer and Secretary and are elected from among the 11 at-large members of the Board of Directors by the Board. The President is the chief officer of WAAAUB and serves as its spokesperson. The Nominating Committee and the Executive Committee are committees of the Board and are elected by the Board.

### Section 2.4 Relationship to the University

WAAAUB was established by the University's Board of Trustees as an integral part of the University, and WAAAUB derives its right to exist from the University's Board of Trustees. WAAAUB is intended to manage its own affairs autonomously within the scope of its mission and mandate. At the same time, however, as an integral part of the University, WAAAUB does not have separate legal status. The University's Board of Trustees has ultimate authority over WAAAUB's affairs.

WAAAUB shall act on behalf of the University in its relationship to its alumni throughout the world and is accountable to the University's Board of Trustees. The staff of the Alumni Relations Offices in New York and Beirut (the "Alumni Relations Offices") of the University are the University's representatives working with WAAAUB to support WAAAUB's efforts on behalf of the University and its alumni. The main office of WAAAUB shall be on the University's campus in Beirut.

#### Section 2.5 University Advancement Office

No member of the University's Advancement Office (which includes Alumni Relations, Development, and Communications offices) may be a member of the Executive Committee of any chapter. No member of the University's Advancement Office may be a voting member of the WAAAUB Board of Directors, Council, or WAAAUB Standing Committees.

### **Article III**

#### **Alumni At-large**

#### Section 3.1 Alumni At-large

Members of WAAAUB are all persons who have completed at least one academic year of study at the University but are no longer undergraduate students at the University, as well as honorary degree holders and "honorary alumni" as deemed by the University (referred to hereinafter as "Alumni At-large"). The WAAAUB Board may recommend individuals to the University to be named "honorary alumni."

#### Section 3.2 Regions

The WAAAUB shall divide its alumni into five (5) regions (each, a "Region") for purposes of encouraging geographical diversity on the Council, the WAAAUB Board and for the

WAAAUB nominees of alumni to the University's Board of Trustees:

- (i) Europe
- (ii) Lebanon
- (iii) Middle East (not including Lebanon) and North Africa ("MENA")
- (iv) North America
- (v) Rest of the World (Asia, not including Lebanon and MENA; Africa; Latin America, etc.)

## **Article IV**

### **Chapters**

#### **Section 4.1 Formation**

Alumni may organize geographic or professional chapters. The authority to organize and to continue operation as a recognized chapter is subject to the approval of the WAAAUB Board, on recommendation of the Committee for Chapters and in accordance with guidelines developed by the WAAAUB Board (the "WAAAUB Chapter Policies and Procedures," set forth as Attachment A to these Bylaws). A list of the existing chapters is attached as Attachment B to these Bylaws.

#### **Section 4.2 Reports**

Within two months after the end of its fiscal year, each chapter shall submit to the WAAAUB Committee for Chapters an annual report for the past fiscal year detailing its finances and showing that it has conducted activities that advance and support the interests of the Alumni At-large, WAAAUB, and the University and that it is in compliance with the WAAAUB Chapter Policies and Procedures. Each report shall include a plan of activities and budget for the coming year to assist the WAAAUB Board and the Standing Committees of WAAAUB in planning for that year.

## **Article V**

### **WAAAUB Board of Directors**

#### **Section 5.1    Role**

The business and affairs of WAAAUB shall be managed under the direction of the WAAAUB Board. The WAAAUB Board is the operating body of the Association, and it is responsible for all operations and policies of the Association. The WAAAUB Board elects officers of WAAAUB, the three non-officer members of its Executive Committee, and the Nominating Committee. The WAAAUB Board also receives reports from the four WAAAUB Standing Committees and from any other committees the Board may appoint.

The WAAAUB Board may delegate authority to its officers and to its committees. The WAAAUB Board shall keep the University's Board of Trustees informed of WAAAUB's programmatic and other activities through the Alumni Affairs Committee of the University's Board of Trustees or any other Trustee committee designated by the University's Board of Trustees.

#### **Section 5.2    Composition and Election**

The WAAAUB Board shall be composed of fifteen (15) members, as follows:

- (a) Chairs of the four (4) WAAAUB Standing Committees; and
- (b) Eleven (11) at-large members elected by the Council from among the Council members upon nomination by the Nominating Committee. One of the at-large members must have graduated from the University within the last ten (10) years. Four (4) at-large members must be from Lebanon, three (3) from MENA, three (3) from North America, and one from Europe or the Rest of the World.

The method of electing the members of the WAAAUB Board shall be set forth in Attachment C to these Bylaws. The two most senior staff members of the University's Alumni Relations Offices, or their designees, are *ex-officio* members of the Board, and shall be invited to all meetings of the Board but shall not have voting rights.

### Section 5.3 Term

Subject to transitional rules set forth in Attachment E, the term of office for WAAAUB Board members shall be two (2) years. WAAAUB Board members may be elected to serve an additional two (2)-year term. A WAAAUB Board member who has served two (2) consecutive full two (2)-year terms may be eligible to serve on the WAAAUB Board again after a hiatus of at least two (2) years.

### Section 5.4 Vacancy

If a vacancy occurs for any reason on a seat on the WAAAUB Board allocated to the chairs of the WAAAUB Standing Committees, such vacancy will be filled by an interim chair elected by that Committee. If a vacancy occurs among the at-large members of the WAAAUB Board for any reason, such vacancy may be filled for the balance of the term by the candidate who was a runner-up from the same Region in the last election for the at-large members of the WAAAUB Board or, if none, by the WAAAUB Board from among the Council Members. Any member of the WAAAUB Board absent from three (3) consecutive meetings of the WAAAUB Board without justifiable cause shall be deemed to have resigned from the WAAAUB Board and, if also a chair of a Standing Committee, shall be deemed to have resigned from that Standing Committee as well.

## Section 5.5 Meetings

Regular meetings of the WAAAUB Board shall be held at least two (2) times a year (one of which shall be the Board's annual meeting, which may occur at the WAAAUB Convention) upon no less than thirty (30) days' notice to the members of the WAAAUB Board. Special meetings of the WAAAUB Board may be called by the President or at least eight (8) members of the WAAAUB Board. No less than seven (7) days' notice must be given to the members of the WAAAUB Board for special meetings to be held. Meetings shall normally be held in Beirut. The staff of the Alumni Relations Offices, together with the Secretary of the Board, shall facilitate and be responsible for the recording of minutes at the meetings of the WAAAUB Board.

## Section 5.6 Quorum

A simple majority of the members of the WAAAUB Board shall constitute a quorum at any meeting of the Board. The actions of the majority of the members of the WAAAUB Board present at any meeting at which a quorum is present shall be valid. No WAAAUB Board member may vote by proxy.

## Section 5.7 Attendance by Conference Phone and Consents

Any one or more members of the WAAAUB Board may participate in a meeting of the WAAAUB Board by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at the meeting. Any action required or permitted to be taken by the WAAAUB Board may be taken without a meeting, if all members of the WAAAUB Board consent in writing or by electronic transmission to the adoption of a resolution authorizing the action. The resolution and the written consents or

electronic transmission thereto by the members of the WAAAUB Board shall be filed with the minutes of the proceedings of the WAAAUB Board.

## **Article VI**

### **Alumni Council**

#### **Section 6.1 Role**

The Council shall be the representatives of the Alumni At-large. The Council shall elect eleven members of the Board of Directors and the members of the four Standing Committees of WAAAUB from among the Council members. It shall act as a forum for the exchange of information among chapter presidents and other Council members and provide an opportunity for the discussion of common issues. The Council shall participate in the Convention (detailed further in Section 6.6).

#### **Section 6.2 Composition**

The membership of the Council shall be as follows:

- (a) The president of each approved chapter ("Chapter Members");
- (b) Up to one hundred (100) at-large members ("At-large Members"), who shall be elected by the Alumni At-large from the Regions described in Attachment B to these Bylaws. At least ten (10) At-large Members shall have graduated from the University within the last ten (10) years.

In order to have representation of all Regions, total representation for each Region is set forth in Attachment B to these Bylaws.

The Nominating Committee shall review the size of the Council and shall fix the number of At-large Members of the Council. Notwithstanding the foregoing, in no event shall

the Council have more than one hundred and fifty (150) members in total.

### Section 6.3 Elections

The method of electing the At-large Members of the Council is set forth in Attachment C to these Bylaws.

### Section 6.4 Term

Subject to transitional rules set forth in Attachment E, the term of office for Council members shall be two (2) years. Council members may serve up to two (2) consecutive full two (2)-year terms. A Council member who has served two (2) consecutive full two (2)-year terms may be eligible to serve on the Council again after a hiatus of at least two (2) years. Notwithstanding the foregoing, each Chapter Member shall remain a member of the Council while the Chapter Member is serving as president of his or her respective chapter. The start of the term of each At-large Member shall coincide with the start of WAAAUB's fiscal year.

### Section 6.5 Vacancy

If a vacancy occurs on the Council for any reason, it shall be filled for the balance of the term as set forth in this section. If the vacancy occurs in the Chapter Members, it shall be filled by the relevant chapter. If a vacancy occurs in the At-large Members, it shall be filled, if possible, by the candidate who was a runner-up from the same Region in the last election for At-large Members.

### Section 6.6 Meetings

Annual and special meetings of the Council may be called by the WAAAUB President or by two-thirds of the entire membership of the Council for the purpose of discussing alumni matters relevant to WAAAUB and its operations. Meetings may be held upon no less

than thirty (30)-days' notice to the members of the Council and shall normally be held in Beirut. The staff of the Alumni Relations Offices, together with the Secretary of the Board, shall facilitate and be responsible for the recording of minutes at meetings of the Council. The WAAAUB President shall preside at meetings of the Council.

Any action required or permitted to be taken by the Council, including pursuant to Section 13.1 of these Bylaws, may be taken without a meeting if the members of the Council cast the requisite votes in writing or by electronic transmission. Except for actions taken pursuant to Section 13.1, in order for the Council to adopt a resolution authorizing an action in writing or by electronic transmission, (i) at least a quorum of the members of the Council must cast a vote in writing or by electronic transmission and (ii) a majority of those votes cast must consent to the adoption of a resolution authorizing the action. The resolution and the written consents or electronic transmission thereto by the members of the Council shall be filed with the minutes of the proceedings of the Council.

The Council also shall participate in an annual or biennial Convention (the "Convention") that is open to all the Alumni At-large and the University community in order to meet with each other and discuss alumni activities, discuss the reports of the Standing Committees, and hear from the officers of WAAAUB. Conventions shall be held in Beirut or in other locations as determined by the WAAAUB Board. In a given year in which the Convention is held, the Council may combine an annual meeting of the Council with the Convention.

#### Section 6.7 Quorum

A simple majority of the members of the Council shall constitute a quorum at any meeting of the Council. The actions of the majority of the members of the Council present at

any meeting at which a quorum is present shall be valid. Members of the Council may not vote by proxy.

## **Article VII**

### **Officers**

#### Section 7.1 Composition

Officers of the WAAAUB Board shall consist of a President, Vice President, Secretary of the Board, and Treasurer, who shall be elected by the WAAAUB Board from among its members. At least three (3) of the officers shall be from different Regions. No member of a WAAAUB Standing Committee may serve as an officer.

#### Section 7.2 Term

The term of officers is two (2) years, with officers eligible for re-election to the same office for one additional term of two (2) years, and any officer who has served two (2) consecutive full two (2)-year terms shall not be eligible to serve as an officer until after a hiatus of at least two (2) years.

#### Section 7.3 Election

The WAAAUB Board shall vote for its officers at every other annual meeting of the Board.

#### Section 7.4 Removal and Vacancies

Any officer may be removed with or without cause by a two-thirds vote of the entire WAAAUB Board then in office. Any vacancy in the position of any officer between annual meetings of the Board shall be filled by the WAAAUB Board.

#### Section 7.5 President

The President shall be the chief executive officer of WAAAUB. The President shall preside at WAAAUB Board meetings and shall preside at meetings of the Council and at the Convention. The President shall have such authority and perform such duties as are generally contemplated by such office. The President shall be an *ex officio* member (with vote) of all WAAAUB Standing Committees and all committees of the WAAAUB Board, except for the Nominating Committee. The President shall be the spokesperson of WAAAUB.

#### Section 7.6 Vice President

The Vice President shall preside at WAAAUB Board meetings, meetings of the Council, and at the Convention in the President's absence and shall perform such duties as the President or the WAAAUB Board shall assign.

#### Section 7.7 Secretary of the Board

The Secretary of the Board shall take minutes at all meetings, with the assistance of the Alumni Relations Offices, and shall perform such duties as the President or the WAAAUB Board shall assign. The Secretary of the Board shall have such authority and perform such duties as are generally contemplated by such office.

#### Section 7.8 Treasurer

The Treasurer shall, working with the Alumni Relations Offices, cause financial records to be maintained of WAAAUB's activities, revenues and expenditures. The Treasurer shall have such authority and perform such duties as are generally contemplated by such office.

## **Article VIII**

### **WAAAUB Standing Committees**

#### Section 8.1 WAAAUB Standing Committees and Special Committees

WAAAUB shall have the following standing committees: Programs, Outreach, Chapters, and Governance (each, a “WAAAUB Standing Committee”). The members of each WAAAUB Standing Committee shall be elected by the Council from among the members of the Council. There must be at least four (4) regions represented on each such Committee. The two most senior staff members of the Alumni Relations Offices, or their designees, are *ex-officio* members of all WAAAUB Standing Committees, and shall be invited to all meetings of the Committees but shall not have voting rights. The term of WAAAUB Standing Committee members is two (2)-years, with such Committee members eligible for re-election to the same Committee for one additional term of two (2)-years, and any such Committee member who has served two (2) consecutive full two(2)-year terms on that Committee may be eligible to serve on the same Committee again after a hiatus of at least two (2) years. Each WAAAUB Standing Committee shall elect its own chair from among its members. Any member of a WAAAUB Standing Committee absent from three (3) consecutive meetings of the Committee without justifiable cause shall be deemed to have resigned from the Committee.

#### Section 8.2 Reporting and Scope of Authority

Each WAAAUB Standing Committee shall report at least annually to the WAAAUB Board and thereafter shall provide its report to the Council. WAAAUB Standing Committees may recommend actions to the WAAAUB Board but are not empowered to act on behalf of the WAAAUB Board or on behalf of the Council.

### Section 8.3 Programs Committee

The Programs Committee shall be comprised of up to twelve (12) but no less than eight (8) individuals chosen from among the members of the Council. At least four (4) Regions shall be represented on the Committee. The Programs Committee shall coordinate the planning, execution and administration of events and activities of WAAAUB, shall work with chapters to encourage chapter events and activities, and shall encourage cooperative activities among the chapters and participation in WAAAUB events.

### Section 8.4 Alumni Outreach Committee

The Alumni Outreach Committee shall be comprised of up to twelve (12) but no less than eight (8) individuals chosen from among the members of the Council. At least four (4) Regions shall be represented on the Committee. The Alumni Outreach Committee shall coordinate and improve outreach to Alumni At-large and shall promote increased alumni participation in WAAAUB.

### Section 8.5 Committee for Chapters

The Committee for Chapters shall be comprised of up to twelve (12) but no less than eight (8) individuals chosen from among the members of the Council. At least four (4) Regions shall be represented on the Committee. The Committee for Chapters shall support the University's efforts to develop strong links among WAAAUB, its constituent groups and among its chapters. The Committee for Chapters shall assist the chapters in complying with the WAAAUB Chapter Policies and Procedures and shall monitor their compliance on an on-going basis. The Committee shall recommend to the WAAAUB Board the approval of new chapters or the termination of the status of existing chapters which fail to meet the requirements of the WAAAUB Chapter Policies and Procedures. The Committee for Chapters shall also from time

to time review and recommend changes to the Chapter Policies and Procedures to the WAAAUB Board.

#### Section 8.6 Governance Committee

The Governance Committee shall be comprised of five (5) members, as follows:

- (a) Three (3) members of the Council; and
- (b) Two (2) Alumni At-large.

At least three (3) Regions must be represented on the Committee. The Committee shall elect a chair. No member of the Governance Committee may serve on any other WAAAUB Standing Committee. No member of the Governance Committee may serve on the WAAAUB Board, except the chair of the Committee, who shall be an *ex officio* member of the WAAAUB Board.

The Committee shall review the operations of the WAAAUB Board. Periodically the Committee shall review the WAAAUB Bylaws and may recommend amendments of the Bylaws to the WAAAUB Board. The Committee shall report to the WAAAUB Board on any issues that it deems worthy of bringing to the Board's attention. If no action is subsequently taken by the WAAAUB Board, the Committee may inform the Council and report the issue or issues to the Chair of the University's Board of Trustees.

### **Article IX**

#### **Committees of the WAAAUB Board**

##### Section 9.1 Standing Committees of the WAAAUB Board

The WAAAUB Board shall have an Executive Committee, a Nominating Committee, and such other standing committees as the Board may establish. The members of each committee of the Board shall reflect the diversity in geography, gender, age, and interests of

the WAAAUB membership. The membership of each Board standing committee, other than the Executive Committee, shall be representative of at least three (3) Regions, and the Executive Committee shall be representative of at least four (4) regions. The members of all Board standing committees, except for the Nominating Committee, must be members of the Board and are elected by the Board. The two most senior staff members of the University's Alumni Relations Offices, or their designees, are *ex-officio* members of all Board standing committees, and shall be invited to all meetings of the committees but shall not have voting rights.

The term for WAAAUB Board standing committee members is two (2)-years, with such committee members eligible for re-election for one additional term of two (2)-years, and any such committee member who has served two (2) consecutive full two (2)-year terms may be eligible to serve on that committee again after a hiatus of at least two (2) years. Except for the Executive Committee and the Nominating Committee, the chair of each Board standing committee shall be selected by the President from the members of each committee. Except for the chair of the Nominating Committee, the chair of each Board standing committee may only serve one (1) term of two (2)-years as chair before being required to rotate off the chairmanship for a hiatus of at least two (2) years. Any member of a Board standing committee absent from three (3) consecutive meetings of the committee shall be deemed to have resigned from the committee.

## Section 9.2 Special Committees of the WAAAUB Board

The WAAAUB Board may also establish special committees from time to time, with such duties as are specified by the Board and with the intention that such committees shall address a specific issue and shall exist for a limited period of time. The members of each special committee of the Board shall be elected by the WAAAUB Board from among candidates chosen

by the President. Members of special committees may serve one (1) term of up to two (2)-years. At the end of the term for which the committee was established, the Board shall evaluate whether the committee still serves its function, and if the Board decides to maintain the committee, each committee member may serve one additional term. Members of special committees need not be members of the Board. Staff of the Alumni Relations Offices are *ex-officio* members of any such committees, who shall be invited to all meetings of the committee but shall not have voting rights. The chair of each special committee shall be selected by the President and may serve one (1) term of up to two (2)-years as chair before being required to rotate off the chairmanship for a hiatus of at least one (1) year.

#### Section 9.3 Scope of Committee Authority

Standing or special committees of the WAAAUB Board, except for the Executive Committee, may recommend actions to the WAAAUB Board but are not empowered to act on behalf of the WAAAUB Board without the prior approval of the WAAAUB Board.

#### Section 9.4 Executive Committee

The Executive Committee shall be comprised of seven (7) members, as follows:

- (a) Officers of WAAAUB (i.e., the President, Vice President, Secretary of the Board and Treasurer); and
- (b) Three (3) members of the WAAAUB Board elected by the Board from among its members.

The President shall be the chair of the Executive Committee. The Committee shall have the full power and authority to transact the business and affairs of WAAAUB between meetings of the WAAAUB Board. The Committee also shall organize and conduct the Convention, either working with the Programs Committee or through a special committee the

Board shall appoint.

#### Section 9.5 Nominating Committee

The Nominating Committee shall be comprised of five (5) members, as follows:

- (a) Two (2) members of the WAAAUB Board who are not WAAAUB officers;
- (b) Two (2) members of the Council who are not members of any WAAAUB Standing Committee; and
- (c) One (1) Alumni At-large.

The membership of the Nominating Committee shall be elected by the WAAAUB Board from among candidates chosen by the Executive Committee. There shall be at least three (3) Regions represented on the Committee. The WAAAUB Board shall select the chair of the Nominating Committee from among the members of the Committee. The chair of the Committee may only serve for one (1) term of one (1) year before being required to rotate off the chairmanship and off the Committee for a hiatus of at least one (1) year.

In any given election cycle, no member of the Nominating Committee may stand for election as a member of the Council or Board.

The Nominating Committee shall nominate two (2) candidates for each position for (i) all At-large Members of the Council, (ii) eleven (11) at-large members of the WAAAUB Board; (iii) members of the WAAAUB Standing Committees; and (iv) three (3) alumni nominees to the University's Board of Trustees. The process for the nomination and election of categories (i) – (iii) is outlined in Attachment C to these Bylaws. The process for the nomination of category (iv) is outlined in Attachment D to these Bylaws.

## Section 9.6 Quorum

A simple majority of the members of any committee shall constitute a quorum at any committee meeting. The actions of the majority of the members of any committee present at any meeting at which a quorum is present shall be valid. No committee member may vote by proxy.

## Section 9.7 Attendance by Conference Phone and Consents

Any one or more members of each committee may participate in a committee meeting by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at the meeting. Any action required or permitted to be taken by each committee may be taken without a meeting, if all members of each committee consent in writing or by electronic transmission to the adoption of a resolution authorizing the action. The resolution and the written consents or electronic transmission thereto by the members of each committee shall be filed with the minutes of the proceedings of each committee.

## **Article X**

### **Finance**

## Section 10.1 WAAAUB Funds

All WAAAUB funds shall be held in one or more University accounts clearly designated as WAAAUB fund accounts. These accounts shall be reflected as a separate fund on the University's books. These funds shall be audited annually by the University's internal auditor and are subject to examination by the University's external auditing firm as part of the annual audit of the University's books and records.

## Section 10.2 Chapter Funds

Each chapter is responsible for the management and oversight of its own finances and funds. Each chapter shall provide a financial report in its Annual Report to the WAAAUB Board and the Committee for Chapters pursuant to the WAAAUB Chapter Policies and Procedures Handbook.

## Section 10.3 Budget

Each year the WAAAUB Board shall agree upon a budget in consultation with the University for the coming fiscal year. In preparing this budget, the WAAAUB Board shall work within the University's budget cycle.

## Section 10.4 Fiscal Year

The fiscal year shall be the same as the fiscal year of the University.

## **Article XI**

### **Dissolution**

#### Section 11.1 Disposition of Funds

In the event of the dissolution of WAAAUB, the University's Board of Trustees shall, after paying or making provisions for the payment of all of the liabilities of WAAAUB, dispose of the assets of WAAAUB exclusively for the support of the University.

## **Article XII**

### **Exceptions**

#### Section 12.1 Exceptions to Operating Standards

To the extent that any chapter is unable to meet the requirements of the WAAAUB Chapter Policies and Procedures (Attachment A), whether due to legal or financial

operating standards particular to the country in which the chapter is located, or for any other reason, the WAAAUB Board, upon the recommendation of the Committee for Chapters, may grant an exception, thereby allowing the chapter to remain in compliance with the WAAAUB Chapter Policies and Procedures. Any such exception shall be reviewed at least once every five years to determine whether it is still appropriate.

### **Article XIII**

#### **Amendments**

##### Section 13.1 Amendment of Bylaws

Any amendment to these Bylaws or to the Attachments to these Bylaws may be proposed by the WAAAUB Board or by the University's Board of Trustees. These Bylaws and the Attachments to these Bylaws may be amended only by a majority vote of the entire WAAAUB Board, except that any amendment to Article VI also requires approval by a majority vote of the entire Council at a meeting or by electronic transmission. Any amendment to these Bylaws or to the Attachments to these Bylaws must be approved by a vote of the University's Board of Trustees prior to becoming effective.

##### Section 13.2 Amendment of Chapter Policies and Procedures

Notwithstanding Section 13.1, Attachment A to these Bylaws and attachments thereto may be amended by a majority of the entire WAAAUB Board upon recommendation of the Committee for Chapters. Any amendment to Attachment A or attachments thereto must be approved by a vote of the University's Board of Trustees prior to becoming effective.

##### Section 13.3 Notice

Notice of any proposed amendments to the Bylaws or to Attachments to the

Bylaws shall be given in writing (whether by electronic means or otherwise) at least two (2) weeks before the respective meetings of the WAAAUB Board and the University's Board of Trustees and, where applicable, at least two (2) weeks before a vote by the Council.

**Attachment A**

**WAAAUB Chapter Policies and Procedures**

## Attachment B

### Council: Chapters, At-Large Members, and Regional Representation

#### I. List of Chapters By Region

Africa, Latin America, Australia, and other island nations in the Pacific (not included in the Asia region)  
Australia  
Nigeria

Asia  
No chapters

Europe  
Cyprus  
France  
Greece  
Switzerland  
United Kingdom

Lebanon  
Agricultural and Food Sciences Chapter  
Business and Management Chapter  
Computer Science Chapter  
Engineering and Architecture Chapter  
Health Sciences Chapter  
Medical Chapter  
Nurses Chapter  
Pharmacy Chapter  
Beirut  
Bekaa Branch  
Mount Lebanon Branch  
North Lebanon Branch  
South Lebanon Branch

Middle East (not including Lebanon) and North Africa (“MENA”)  
Abu Dhabi  
Bahrain  
Cairo  
Dubai & Northern Emirates  
Eastern Province  
Jeddah  
Jordan  
Kuwait  
Oman  
Palestine  
Qatar  
Riyadh  
Sudan  
Syria

North America  
Arizona  
Atlanta, Georgia  
Baltimore  
Ohio Valley  
Northeast Ohio-Cleveland  
North Texas-Dallas  
Eastern Virginia  
Houston Indiana  
Miami  
Michigan  
Midwest/Chicago  
Montreal  
New England  
New York-Tristate area  
North Carolina  
Northern California-San Francisco  
Ottawa  
Philadelphia/Delaware Valley  
Pittsburgh  
Southern California-Los Angeles  
Central New York/Syracuse  
Toronto  
Washington DC  
Washington State  
  
Cardiology  
Endocrine  
Psychiatry

## II. Representation of Regions on the Council

In order to have representation of all Regions, total representation for each Region is set forth below. Within each Region there are Chapters, each of which accounts for one seat in the Council. The balance of Council Members from each Region will be filled by At-large Members in order to meet the total Regional representation.

	<u>Total Council Members for each Region</u>	<u>Comprised of</u>	
		<u>Chapter Members</u>	<u>At-large Members</u>
REST of WORLD (Africa, Asia, Latin America, Australia, and other island nations in the Pacific)	5	2	3
Europe	18	5	13
Lebanon	51	13	38
Middle East (not including Lebanon) and North Africa (“MENA”)	30	14	16
North America	46	26	20

## Attachment C

### WAAAUB Guidelines for Elections

#### of the Alumni Council's At-large Members, Eleven Members of the WAAAUB Board, and Standing Committee members

The following serve as guidelines for the election of:

- Alumni Council's At-large Members
- Eleven Members of the WAAAUB Board
- Members of the WAAAUB Standing Committees<sup>1</sup>

In each case, the WAAAUB Board's Nominating Committee is responsible for nominating individuals for election.

#### 1. Election of Council At-Large Members

The Nominating Committee shall publicize the nomination process by communicating with chapters and through other means and shall make it known that Alumni At-large may nominate themselves or any other alumni for consideration as a Member At-large of the Council. By February 1, the Nominating Committee and Alumni Relations Offices shall broadcast a call for nominations through the University's On-Line Community and shall announce the start of the nomination process by publishing a call for names in the appropriate issue of *MainGate*. Alumni At-large shall be asked to submit their candidates to the Nominating Committee by February 28. The Alumni Relations Offices shall provide a template for candidates to use in describing themselves for purposes of the ballot. Any names received in submissions received after the February 28 deadline shall not be considered for the current

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<sup>1</sup> Capitalized terms shall have the meanings ascribed to such terms in the WAAAUB Bylaws.

election cycle by the Nominating Committee. The Nominating Committee shall provide all of the suggested names it receives to the Alumni Relations Offices, which shall verify that each candidate is an alumnus/alumna. The Nominating Committee may also select individuals to serve as candidates. The Nominating Committee shall review the names of individuals recommended for nominations and shall select at least two (2) candidates for each position.

Voting shall be by secret ballots and shall be conducted electronically. The Alumni Relations Offices shall assist in the preparation of the ballots. The ballots for each of these elections shall be sent to all Alumni At-large no later than March 30. Members must submit their ballots by April 15. Ballots sent after April 15 shall not be counted. The nominee with a plurality of votes shall be declared the winner.

An outside, independent balloting service shall be retained by the Alumni Relations Offices to conduct the election and shall count the ballots. The service shall ensure that confidentiality is respected and protected throughout the election process. The results of the election shall be announced by the WAAAUB Board as soon as possible after April 15, but no later than April 30. Newly-elected Council members shall take office on July 1.

An Alumni At-large who is not selected as a candidate by the Nominating Committee may petition the Committee to have a place on the ballot for the relevant position in the next election cycle. Such petitioner must obtain at least five-hundred (500) alumni signatures to have a place on the ballot in the next election cycle. If the petitioner is successful in having the petitioner's name placed on the ballot in the next election cycle, the petitioner is accorded the same treatment on the ballot as the other candidates and shall be identified as a petition candidate.

2. Election of WAAAUB Standing Committee Members and At-Large Members of the WAAAUB Board

No later than May 15, the Nominating Committee shall present to the newly elected Council a slate for members of the four WAAAUB Standing Committees and a slate for the eleven at-large members of the WAAAUB Board. The newly elected Council shall vote on these slates, notwithstanding the fact that new Council members will not yet have taken office. The Nominating Committee shall select at least two (2) candidates for each position. Council members may submit their names to the Nominating Committee for consideration by the Nominating Committee no later than May 30.

Voting shall be by secret ballots and shall be conducted electronically. The Alumni Relations Offices shall assist in the preparation of the ballots. Ballots must be sent no later than June 10. Members must submit their ballots by June 20. Ballots received after June 20 shall not be counted. The nominees in each category with a plurality of votes shall be declared the winner.

An outside, independent balloting service shall be retained by the Alumni Relations Offices to conduct the election and shall count the ballots. The service shall ensure that confidentiality is respected and protected throughout the election process. The results of the election shall be announced by the sitting WAAAUB Board as soon as possible after June 20, but no later than July 1. Newly-elected Board and Standing Committee members shall take office on July 1.

3. Campaigning

Candidates are prohibited from campaigning in any way. All candidates shall be informed in advance of this policy and required to sign an agreement not to campaign themselves or to allow surrogates to campaign on their behalf. If a violation occurs, the candidate's nomination shall be withdrawn/disallowed. Such a decision would be the prerogative of the WAAAUB Nominating Committee and shall be final.

“Campaigning” is defined as any action or effort promoting a candidate or candidates for elected office or otherwise attempting to influence the decision-making of the electorate with regard to a candidate or candidates. Such actions include, but are not limited to:

- a. All mass communications by any means with AUB alumni “at large” to either announce the candidacy of a particular candidate or candidates or to encourage the election of such candidate(s). This includes communications by email, letters, telephone, social networking sites (i.e., Facebook, LinkedIn), or other means.
- b. Publicly announcing and/or advertising the candidacy of an alumnus/alumna or of a group of alumni by any means. A public announcement of candidacy promotes candidates even in the absence of language that encourages voting. This includes announcement at events or at formal or informal group gatherings (alumni chapters, associations, businesses, social parties, etc).
- c. Providing and/or promising benefits in exchange for electoral votes.
- d. Confusing or misleading voters by disseminating false information regarding the elections and the candidates.

- e. Any of the above, performed by a surrogate on behalf of a candidate or candidates.

Communications with immediate family members will not constitute campaigning. The Nominating Committee possesses the right in its sole discretion to judge if an action by a candidate or her/his associates and friends constitutes an act of campaigning and to take appropriate action. The Nominating Committee may also promulgate a written policy setting forth guidelines on campaigning in greater detail.

## **Attachment D**

### **WAAAUB Guidelines for Election of Nominees**

#### **of Alumni Trustees to the University's Board of Trustees**

##### PURPOSE

To provide a means for the University's alumni to nominate individuals to serve on the University's Board of Trustees in order to increase the opportunities for direct and regular communication between the University's Board of Trustees and the alumni.<sup>1</sup> A successful system of alumni-nominated Alumni Trustees would:

- Identify talented alumni leaders and bring them to the attention of the Board of Trustees.
- Symbolize the University's respect for its alumni and their contribution to the University.
- Be a mechanism for encouraging increased alumni involvement with the University.

##### PROCESS

The Alumni At-large of WAAAUB shall nominate three (3) alumni to serve on the University's Board of Trustees. The nominees shall be proposed for election to the Trusteeship Committee of the University's Board of Trustees. If nominated by the Trusteeship Committee, the Alumni Trustee nominee would be proposed for election to the University's Board of Trustees at the next meeting of the Board of Trustees. After being elected by the University's Board of Trustees, each Alumni Trustee shall serve a three (3)-year term and shall have the same rights and responsibilities as all the other trustees of the University. At the end of the three (3)-year term, the Alumni Trustee shall rotate off the University's Board of Trustees and may not be re-nominated again by the Alumni At-large until he/she has been off the

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<sup>1</sup> Capitalized terms shall have the meanings ascribed to such terms in the WAAAUB Bylaws.

University's Board of Trustees for a period of one (1)-year.

## THE ELECTION

The Nominating Committee of the WAAAUB Board shall have the responsibility for selecting alumni candidates who shall be proposed to the WAAAUB Board and the Membership and Nominations Committee of the University's Board of Trustees for election to the Board of Trustees. Communications between the chair of the WAAAUB Nominating Committee and the chair of the Membership and Nominations Committee of the University's Board of Trustees shall help ensure the success of this process. The Alumni Relations Offices shall work with both committees to facilitate the process.

### *The Nomination Process*

The WAAAUB Nominating Committee is responsible for nominating individuals for election and shall widely promote the nomination process. Members may nominate themselves or any other Member for consideration. The Nominating Committee and the Alumni Relations Offices may publicize the nomination process by communicating with Chapter leaders and broadcasting a call for nominations through the University's On-Line Community and through other means. The Nominating Committee shall also announce the start of the nomination process by publishing a call for names in the appropriate issue of *MainGate*. Members shall be asked to submit their candidates to the Nominating Committee by February 28. The Alumni Relations Offices shall provide a template for candidates to use in describing themselves for purposes of the ballot. Any names received after the February 28 deadline shall not be considered for the current election cycle by the Nominating Committee. The Nominating Committee shall provide all of the suggested names it receives to the Alumni Relations Offices, which shall verify that each candidate is an alumnus/alumna. The Nominating Committee may

also select individuals to serve as candidates.

### *Selecting the Slates*

The Nominating Committee shall develop a slate of candidates to reflect the geographic diversity of the University's alumni community, to attract alumni who have graduated within the last ten (10) years, and to acknowledge those who have served alumni chapters or branches over a period of time. Alumni who are employees of the University are not eligible to serve as trustees of the University. The WAAAUB Nominating Committee working with the University's staff would from time to time determine the procedures to be followed and the determination of the Committee should be final.

The WAAAUB Nominating Committee shall meet twice: once to select an initial group of up to eighteen (18) candidates. During the second meeting, the Committee shall choose the final slates of candidates who would stand for election. Before the first Committee meeting, all individuals to be considered shall be contacted by the Alumni Relations Offices and asked if they want to participate in the process. If they are willing to do so, the candidates shall be asked for a current resume. These resumes and information on the candidates' relationship and involvement with the University shall be made available to the committee members at the first meeting.

Before the second meeting, members of the Nominating Committee shall interview each of the candidates (in person, if possible) and develop a confidential report according to guidelines developed by the committee to be submitted in writing and distributed along with all other reports to the committee prior to the second committee meeting. During the course of the interview, candidates shall be encouraged to present a sense of their core beliefs

and values – those characteristics that presumably have helped them develop as strong leaders in their fields. The reports should provide an assessment of the candidates from several perspectives: career and professional achievements, civic activities, character and intelligence, experience on other boards, involvement and commitment to the University, interest in education, and availability of time. At the second meeting of the committee, the members shall give oral summaries of their written reports. This inquiry would be conducted in an atmosphere of integrity, respect, fairness, and a sense of shared mission of making an informed judgment that would serve the best interests of the University. The Nominating Committee shall select at least three (3) candidates to stand for nomination as an Alumni Trustee.

#### *The Slates*

The Alumni Relations Offices shall provide a template for candidates to use in describing themselves for purposes of the ballot. The candidates for election shall provide statements of no more than one hundred fifty (150) words to be used in election process. If necessary, this statement shall be put in a standard form by the Alumni Relations Offices. The candidate should have the opportunity to review a draft of the profile but would not write his or her own profile. The Nominating Committee shall approve the final version of all profiles. A standard professional black and white photograph (head and shoulders) shall accompany each candidate profile for inclusion in the balloting process.

#### *Petition Candidates*

A Member who is not selected as a candidate by the Nominating Committee may petition the Committee to have a place on the ballot for the relevant position in the next election cycle. Such petitioner must obtain at least five-hundred (500) alumni signatures to have a place on the ballot in the next election cycle. If the petitioner is successful in having the petitioner's

name placed on the ballot in the next election cycle, the petitioner is accorded the same treatment on the ballot as the other candidates, but shall be identified as a petition candidate.

### *Voting*

All alumni shall participate in the voting process, which shall be by secret ballot and shall be conducted electronically.

### *Election Mechanics and Results*

An outside, independent balloting service shall be retained by the Alumni Relations Offices to conduct the election and shall count the ballots and present the results to the Membership and Nominations Committee of the University's Board of Trustees. The entire election process should be highly visible, transparent, and well publicized.

### *Timeframe*

By February 1 of each year, the alumni shall be informed that the nomination process is officially open and that nominations shall be accepted until February 28. Any names received after February 28 shall not be considered in that election year. The WAAAUB Nominating Committee shall select the candidates to stand for nomination as an Alumni Trustee by March 15. The University should reimburse committee members for all reasonable travel, food, and lodging expenses that they incur in connection with their attendance at committee meetings, upon submission of receipts to the Alumni Relations Offices.

The electronic ballots should be sent no later than March 30, to be submitted no later than April 15. Any ballot submitted after April 15 shall not be considered. The nominees as Alumni Trustee shall be announced as soon as possible after April 15, but no later than April 30. The nominees' names shall be forwarded to the University's Trusteeship Committee for

consideration for election at the University's Board of Trustees Annual Meeting in November. Following election, the new Alumni Trustee would be invited by the University's Board of Trustees to attend the next meeting of the University's Board of Trustees.

### CAMPAIGNING

Candidates are prohibited from campaigning in any way. All candidates shall be informed in advance of this policy and required to sign an agreement not to campaign themselves or to allow surrogates to campaign on their behalf. If a violation occurs, the candidate's nomination shall be withdrawn/disallowed. Such a decision would be the prerogative of the WAAAUB Nominating Committee and shall be final.

"Campaigning" is defined as any action or effort promoting a candidate or candidates for elected office or otherwise attempting to influence the decision-making of the electorate with regard to a candidate or candidates. Such actions include, but are not limited to:

- a. All mass communications by any means with AUB alumni "at large" to either announce the candidacy of a particular candidate or candidates or to encourage the election of such candidate(s). This includes communications by email, letters, telephone, social networking sites (i.e., Facebook, LinkedIn), or other means.
- b. Publicly announcing and/or advertising the candidacy of an alumnus/alumna or of a group of alumni by any means. A public announcement of candidacy promotes candidates even in the absence of language that encourages voting. This includes announcement at events or at formal or informal group gatherings (alumni chapters, associations, businesses, social parties, etc).

- c. Providing and/or promising benefits in exchange for electoral votes.
- d. Confusing or misleading voters by disseminating false information regarding the elections and the candidates.
- e. Any of the above, performed by a surrogate on behalf of a candidate or candidates.

Communications with immediate family members will not constitute campaigning

The Nominating Committee possesses the right in its sole discretion to judge if an action by a candidate or her/his associates and friends constitutes an act of campaigning and to take appropriate action. The Nominating Committee may also promulgate a written policy setting forth guidelines on campaigning in greater detail.

## **Attachment E**

### **Transitional Matters for the Implementation of the Revised WAAAUB Bylaws**

This Attachment E sets forth various transitional procedures for implementing revisions to the WAAAUB Bylaws made in 2010 and conducting the next set of elections thereafter. Once the first election cycle following the election cycle set forth in this Attachment E has occurred, this Attachment E shall be deleted as an attachment to the WAAAUB Bylaws.

In a change that is separate and apart from revisions to the WAAAUB Bylaws, the fiscal year of the University is changing to June 30, effective 2011. As a result of this change, the term of office of all WAAAUB positions will commence in July and end in June. To implement the transition to the new fiscal year, Council and Board members elected in 2009 will serve until June 30, 2011, and those elected in 2010 (who took office October 1, 2010) will serve until June 30, 2012. Subject to this change in fiscal year (which, it is thought, will not have a material effect on existing terms, particularly as little WAAAUB business is typically conducted in the summer months), revisions to the WAAAUB Bylaws will not affect the term of anyone in office. Because the position of Council chair is being eliminated, the sitting Council chair will be a voting member of the Board until his term expires on June 30, 2011.

The first elections for the new Council will be held in April 2011. The sitting Nominating Committee will nominate members of the new Council as set forth in Attachment C, and the time line for election of new Council members will be in accordance with Attachment C. The Nominating Committee will only nominate candidates for those seats on the Council that are expiring in 2011.

Following election of the Council, the Council will elect the members of the Standing Committees and At-Large Board members as set forth in Attachment C. Because Board members who took office on October 1, 2010 will serve out their term, there will be only seven Board positions open in 2011, namely, the four Standing Committee chairs and three at-large members of the Board. Therefore in the first election held by the Council under the revised Bylaws, the Council will be electing the members of the Standing Committees (who then elect their own chairs) and three at-large members of the Board.

The sitting Nominating Committee will serve until July 1, 2011, at which point the new Board will elect a new Nominating Committee in accordance with the revised Bylaws.