

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”).

Article II

Purpose

Section 2.1 Mission

The mission of WAAAUB shall be 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 of the WAAAUB Board shall reflect the diversity in geography, gender, age, and interests of WAAAUB’s members.

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

Section 2.3 Status

WAAAUB shall be considered at all times a part of the University and as such does not have separate legal status. The main office of WAAAUB shall be on the University's campus in Beirut. WAAAUB has its own governance and administrative structure as set forth in these Bylaws, to allow it to operate autonomously within the University.

WAAAUB has been established by the University's Board of Trustees pursuant to its June 20, 2005 decision to create a worldwide alumni association, and WAAAUB derives its right to exist from the University's Board of Trustees. WAAAUB shall act on behalf of the University in its relationship to its alumni throughout the world. WAAAUB is accountable through its Alumni Council and the WAAAUB Board both to the University's Board of Trustees on policy matters and to the University's alumni throughout the world on operational matters.

Article III
Membership

Section 3.1 Members

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 (each, a “Member”). 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 six (6) 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) Africa, Latin America, Australia, and other island nations in the Pacific (not included in the Asia region)
- (ii) Asia
- (iii) Europe
- (iv) Lebanon
- (v) Middle East (not including Lebanon) and North Africa (“MENA”)
- (vi) North America

Article IV
Chapters

Section 4.1 Formation

Alumni have already formed, and any group of alumni may in the future form, 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

By December 1, each chapter shall submit to WAAAUB an annual report for the past fiscal year (October 1 through September 30) detailing its finances and showing that it has conducted activities that advance and support the interests of the Members, the 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 its committees in planning for that year.

Section 4.3 Implementation

Attachment E to these Bylaws contains information regarding the steps that shall be taken to implement these Bylaws and create the WAAAUB structure.

Article V

Alumni Council

Section 5.1 Role

The Council shall be the representatives of WAAAUB members. It shall represent the interests of the Members to the WAAAUB Board, recommend policies to the WAAAUB Board, work with the WAAAUB Board and its committees on planning and strategy and shall assist in training the WAAAUB Chapter leadership. The Council shall conduct and participate in the biennial Convention (detailed further in Section 5.7).

Section 5.2 Composition

The Council shall have 130 members as follows:

- a. The President of each approved chapter (“Chapter Members”);
- b. At-large members, who shall be elected by the Members (“At-large Members”), from the Regions described in Attachment B to these Bylaws; and
- c. Three (3) recent graduates, who shall be elected by the Members, a recent graduate being one who has graduated or ceased to be a student at the University within the preceding five (5) years of being elected (“Recent Graduate Members”).
- d. In order to have representation of all Regions, total representation for each Region is set forth in Attachment B to these Bylaws. 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.
- e. At every second biennial Convention, the Council shall review the size of the Council and shall recommend any increase or decrease in the number to the WAAAUB Board. The WAAAUB Board, by two-thirds vote of the Board, shall approve any change in the size of the Council.
- f. Notwithstanding the foregoing, in no event shall the Council have more than one hundred fifty (150) members.

Section 5.3 Elections

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

Section 5.4 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 as a member of the Council while the Chapter Member is serving as President of the respective chapter. The start of each term shall coincide with the start of WAAAUB's fiscal year, which shall be October 1.

Section 5.5 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 by the candidate who was a runner-up from the respective Region in the last election for At-large Members. If a vacancy occurs in the Recent Graduate Members, it shall be filled by the candidate who was a runner-up in the last election for Recent Graduate Members.

Section 5.6 Chair of the Council

The Chair of the Council shall be elected at the Council's Convention (hereinafter defined) by the Council from among its members, upon nomination by the Committee for Nominations. The Chair shall preside at all meetings of the Council, including its Convention. The Council Chair shall attend meetings of the WAAAUB Board, without a vote. The term of office for the Chair shall be two (2) years. The Chair may serve for two (2) consecutive full two (2)-year terms, but may not be re-elected as Chair thereafter. Any vacancy in the position of

Council Chair shall be filled for the balance of the term by the candidate who was a runner-up in the last election for the Council Chair.

Section 5.7 Meetings

The Council shall meet annually upon no less than thirty (30)-days notice to the members of the Council. The meeting shall normally be held in Beirut. The staff of the University's Alumni Relations Offices in New York and Beirut (the "Alumni Relations Offices") shall facilitate and be responsible for the recording of minutes at the annual meetings of the Council. Special meetings of the Council may be called by the Chair of the Council, and such meetings may be held upon no less than thirty (30)-days notice to the members of the Council. At its meetings the Council shall provide updates on the affairs and business of the WAAAUB and of the University.

Any action required or permitted to be taken by the Council, including pursuant to Article XII 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. 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 hold a biennial Convention (the "Convention") that is open to all the Members and the University community. Conventions shall be held in Beirut or in other locations as determined by the WAAAUB Board. In a given year in which a Convention is held, the Council shall combine its annual meeting with the business of the Convention. At the

Convention, Members shall review the accounts of WAAAUB and the actions of the WAAAUB Board.

Section 5.8 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 vote by proxy in the election for Chair of the Council but not in other matters.

Article VI

WAAAUB Board of Directors

Section 6.1 Role

The business and affairs of WAAAUB shall be managed under the direction of the WAAAUB Board. 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.

Section 6.2 Composition and Election

The WAAAUB Board shall be composed of fifteen (15) members who shall be elected by the Members, upon nomination by the Committee for Nominations. There shall be at least one (1) representative from each of the Regions. The method of electing the members of the WAAAUB Board shall be set forth in Attachment C to these Bylaws.

Section 6.3 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 by the Members to serve an additional two (2)-year term. An 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 6.4 Vacancy

If a vacancy occurs on 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 members of the WAAAUB Board, if any, or by the WAAAUB Board from among the Members. Members of the WAAAUB Board absent from three (3) consecutive meetings of the WAAAUB Board shall be deemed to have resigned.

Section 6.5 Meetings

Regular meetings of the WAAAUB Board shall be held two (2) times a year (one of which shall be the “Annual Business Meeting of the WAAAUB Board”) upon notice 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 shall facilitate and be responsible for the recording of minutes at the meetings of the WAAAUB Board.

Section 6.6 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 6.7 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 VII

Officers

Section 7.1 Composition

Officers of the WAAAUB Board shall consist of a President, Vice President, Secretary, and Treasurer. At least three (3) of the officers shall be from different Regions.

Section 7.2 Term

Officers may serve up to two (2) consecutive two (2)-year terms.

Section 7.3 Election

The Committee for Nominations shall nominate individuals from among the members of the WAAAUB Board for each officer position. The WAAAUB Board shall vote for its officers at every other Annual Business Meeting to be held in the first two (2) months of each fiscal year.

Section 7.4 Removal and Vacancies

Any officer may be removed for cause by a majority vote of the entire WAAAUB Board in office. Any vacancy in the position of any officer shall be filled by the WAAAUB Board.

Section 7.5 President

The President shall preside at WAAAUB Board meetings. 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 committees of the WAAAUB, except for the Committee for Nominations.

Section 7.6 Vice President

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

Section 7.7 Secretary

The Secretary 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 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 the 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

Committees

Section 8.1 Standing and Special Committees

WAAAUB shall have the following standing committees: the Executive Committee, the Committee for Nominations, the Programs Committee, the Alumni Outreach Committee, and the Committee for Chapters (each, a "Standing Committee").

The WAAAUB Board shall have the authority to establish special committees as needed.

Committees, 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 8.2 Committee Membership

The members of each committee of the Board shall reflect the diversity in geography, gender, age, interests, of the WAAAUB membership. The members of each Standing Committee, other than the Executive Committee (see Section 8.3 below) and the Committee for Nominations (see Section 8.4), shall be elected by the WAAAUB Board from among candidates nominated by the Committee for Nominations from among the Members in

consultation with the President and Council Chair. The membership of each Standing Committee, other than the Executive Committee, shall be representative of at least three (3) Regions. Other than the Executive Committee, the term for 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, the chair of each Standing Committee shall be selected by the President from the members of each committee. Except for the chair of the Committee for Nominations, the chair of each Standing Committee may only serve one (1) term of two (2)-years.

The members of each special committee of the Board shall be elected by the WAAAUB Board from among candidates chosen by the President in consultation with the Council Chair. Members of special committees may serve one (1) term of up to two (2)-years. The chair of each special committee shall be selected by the President and may serve one (1) term of up to two (2)-years.

Section 8.3 Executive Committee

The Executive Committee shall be comprised of the President, Vice President, Secretary and Treasurer. The President shall be the chair of the Executive Committee. The Executive Committee shall have the full power and authority to transact the business and affairs of WAAAUB between meetings of the WAAAUB Board.

Section 8.4 Committee for Nominations

The Committee for Nominations shall be comprised of no more than five (5) individuals, with at least three (3) members being members of the WAAAUB Board and two (2)

members being members of the Council. The membership of the Committee for Nominations shall be elected by the WAAAUB Board from among candidates chosen by the President and the Chair of the Council, neither of whom may serve on the Committee. The chair of the Committee for Nominations may serve for only one (1) term of one (1)-year and must rotate off the committee following the end of his or her service as chair.

The Committee for Nominations shall nominate (i) Members to serve as At-large Members and Recent Graduate Members for the Council, (ii) a member of the Council to be Council Chair, (iii) members of the WAAAUB Board and (iv) Members for election to the University's Board of Trustees. The process for the nomination and election of the Council's At-large Members and Recent Graduate Members and members of the WAAAUB Board is outlined in Attachment C to these Bylaws. The process for the nomination of Members for the University's Board of Trustees is outlined in Attachment D to these Bylaws.

Section 8.5 Programs Committee

The Programs Committee shall be comprised of eight (8) to twelve (12) individuals chosen from among the Members. 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 8.6 Alumni Outreach Committee

The Alumni Outreach Committee shall be comprised of eight (8) to twelve (12) individuals chosen from among the Members. The Alumni Outreach Committee shall coordinate and improve outreach to Members and shall promote increased Member participation in WAAAUB.

Section 8.7 Committee for Chapters

The Committee for Chapters shall be comprised of eight (8) to twelve (12) individuals chosen from among the Members. 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 for Chapters 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 8.8 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 8.9 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 IX

Finance

Section 9.1 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 9.2 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 9.3 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 9.4 Fiscal Year

The fiscal year shall be October 1 of each calendar year to September 30 of the following calendar year.

Article X

Dissolution

Section 10.1 Disposition of Funds

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

Article XI

Exceptions

Section 11.1 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.

Article XII
Amendments

Section 12.1 Vote

These Bylaws and the Attachments to these Bylaws may be amended only by a two-thirds vote of those present at a meeting of the WAAAUB Board at which a quorum is present, and by two-thirds of those present at a meeting of the Council at which a quorum is present. Any amendment to these Bylaws must be approved by a vote of the University's Board of Trustees prior to becoming effective.

Notice of any proposed Bylaw amendments shall be given in writing (whether by electronic means or otherwise) at least two (2) weeks before the respective meetings of the WAAAUB Board, the Council and the University's Board of Trustees.

Section 12.2 Number and Composition of the Council

Notwithstanding section 12.1, the number of Council members set forth in sections 5.2(a), (b), (c) and (d) and Attachment B to these Bylaws may be amended by a two-thirds vote of the WAAAUB Board upon recommendation of the Council.

Section 12.3

Notwithstanding section 12.1, Attachment A to these Bylaws and attachments thereto may be amended by the WAAAUB Board upon recommendation of the Committee for Chapters.

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
Beka's Branch
Mount Lebanon Branch
North Lebanon Branch
South Lebanon Branch

Middle East (not including Lebanon) and North Africa ("MENA")

Abu Dhabi
Bahrain
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
Miami
Michigan
Midwest/Chicago
Montreal
New England
New York-Tristate area
North Carolina
Northern California-San Francisco
Ottawa
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>
Africa, Latin America, Australia, and other island nations in the Pacific (not included in the Asia region)	2	2	0
Asia	2	0	2
Europe	8	5	3
Lebanon	50	13	37
Middle East (not including Lebanon) and North Africa ("MENA")	30	13	17
North America	35	25	10

Attachment C

WAAAUB Guidelines for Elections

of the Alumni Council's At-large Members and Recent Graduate Members and the members of the WAAAUB Board

The following serve as guidelines for the election of the:

- Alumni Council's At-large Members
- Alumni Council's Recent Graduate Members
- Members of the WAAAUB Board¹

In each case, the WAAAUB Board's Committee for Nominations 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 Committee for Nominations and the Alumni Relations Offices shall 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 Committee for Nominations 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 Committee for Nominations by March 1. 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 postmarked after the March 1 deadline shall not be considered for the current election cycle by the Committee for Nominations. The Committee for Nominations 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 Committee for Nominations may also select individuals to serve as candidates. The Committee for Nominations shall review the names of

¹ Capitalized terms shall have the meanings ascribed to such terms in the WAAAUB Bylaws.

individuals recommended for nominations and shall select at least two (2) candidates for each position.

Voting shall be by secret ballots. The Alumni Relations Offices shall assist in the preparation of the ballots. The ballots for each of these elections shall be mailed to all Members no later than May 15. Members must return their ballots by June 15. Ballots postmarked after June 15 shall not be counted. The nominees in each category with a plurality of votes shall be declared the winner. When it is technologically feasible and secure, electronic ballots shall be used.

An outside, independent service shall 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 June 15. Newly-elected officials shall take office on October 1.

A Member who is not selected as a candidate by the Committee for Nominations 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.

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.¹ 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 body, acting as the Members of the WAAAUB, shall nominate three (3) alumni to serve on the University's Board of Trustees. The nominees shall be proposed for election to the Membership and Nominations Committee of the University's Board of Trustees. If nominated by the Membership and Nominations Committee, the Alumni Trustee nominee would be proposed for election to the University's Board of Trustees at the University's Annual Meeting that is held in March of each year. 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 Members until he/she has been off the University's Board of Trustees for a period of one (1)-year, except that, as a one-time exception, the Alumni Trustee who is elected

¹ Capitalized terms shall have the meanings ascribed to such terms in the WAAAUB Bylaws.

to serve for a term of one (1)-year in the initial year of the implementation of this Attachment D shall be eligible for nomination by the WAAAUB Members as an Alumni Trustee in the following year (see Attachment E to the Bylaws). In the year this attachment D is implemented, three (3) Alumni Trustees shall be elected pursuant to procedures set forth in Attachment E of the Bylaws.

THE ELECTION

The Committee for Nominations of the WAAAUB Board shall have the responsibility for selecting alumni candidates who shall be proposed to 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 Committee for Nominations 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 Committee for Nominations 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 Committee for Nominations 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 Committee for Nominations 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 Committee for Nominations by March 1. 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 postmarked after the March 1 deadline shall not be considered for the current election cycle by the Committee for Nominations. The Committee for Nominations 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 Committee for Nominations may also select individuals to serve as candidates.

Selecting the Slates

The Committee for Nominations 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 Committee for Nominations 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 Committee for Nominations 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 Committee for Nominations 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 Committee for Nominations 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 Committee for Nominations 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 Committee for Nominations 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.

Campaigning

Candidates shall be 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 Committee for Nominations and shall be final.

Voting

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

Election Mechanics and Results

Paper ballots shall be used and sent to an outside election service. When it is technologically feasible and secure, electronics ballot shall be used. The ballots shall be counted by this outside, independent company that would present the results to the WAAAUB Board and 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

In early January of each year, the alumni shall be informed that the nomination process is officially open and that nominations shall be accepted until March 1. Any names received in submissions postmarked after March 1 shall not be considered in that election year. The WAAAUB Committee for Nominations shall select the candidates to stand for nomination

as an Alumni Trustee by April 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.

Preparations for the ballot should begin immediately. The ballots should be distributed no later than May 15 to be returned no later than June 15. Any ballot postmarked after June 15 shall not be considered. The nominees as Alumni Trustee shall be announced as soon as possible after June 15. The nominees' names shall be forwarded to the University's Board of Trustees Membership and Nominations Committee for consideration for election at the University's Board of Trustees Annual Meeting in the following March. The new Alumni Trustee would be invited by the University's Board of Trustees to attend the June meeting of the University's Board of Trustees.

Attachment E

Transitional Matters for the Implementation of the WAAAUB

This Attachment E sets forth various transitional procedures for the implementation of the WAAAUB and its first set of elections by the University's worldwide alumni.¹ This Attachment E must be read in conjunction with the WAAAUB Bylaws and Attachments B and C to the Bylaws, because it explains the procedures to create the new WAAAUB. During the transitional period certain provisions of this Attachment E supplement or override the provision of the Bylaws. When the initial WAAAUB Alumni Council and Board have been constituted, and the nominees as the first three alumni representatives to the University's Board of Trustees (the "Alumni Trustees") have been selected, this Attachment E shall have no further force and effect except with respect to the provisions regarding the transitional terms of various members of the Council and WAAAUB Board, and the Alumni Trustees. At the end of those transitional terms, this Attachment E shall be deleted as an attachment to the WAAAUB Bylaws.

The non-University Trustee members of the Implementation Task Force ("ITF Nominating Committee") are the following individuals:

Dr. Shake Ketefian
Flare Zawati Majali
Mohammad Mattar
Dr. Hikmat Nasr
Ghassan Ouaijan
Najat Zarour

Acting as WAAAUB's first Committee for Nominations, these individuals shall facilitate the creation of the initial WAAAUB Alumni Council, the initial WAAAUB Board and

¹ Capitalized terms shall have the meanings ascribed to such terms in the WAAAUB Bylaws.

the nomination of three nominees to serve as Alumni Trustees. Therefore, for purposes of these first elections by the University's worldwide alumni, all actions to be taken by the WAAAUB Board's Committee for Nominations with respect to Council elections, WAAAUB Board elections and the elections of nominees to serve as Alumni Trustees shall be taken instead by the ITF Nominating Committee and all references to the WAAAUB Board's Committee for Nominations in Attachments C and D to the Bylaws shall be deemed to refer to the ITF Nominating Committee. Refer to Attachments C and D for the procedures that the ITF Nominating Committee will follow. The only differences from those procedures have to do with the terms of the first At-large Members, Recent Graduates and nominees as Alumni Trustees, the election of the Council President, and the composition of the initial Council, as follows:

1. Chapter Members of the Council

The Alumni Relations Offices shall contact each existing alumni chapter and shall compile a list of the names of the president of each alumni chapter. These presidents will be deemed to be the Chapter Members of the Council.

2. Elections of the Council's At-large Members and the Council's Recent Graduate Members

It is contemplated that every year, approximately half of the At-large Members of the Council, one or two of the three Recent Graduate Members of the Council and approximately one half of the WAAAUB Board will be elected by the University alumni. In the initial set of elections, however, all the At-large Members of the Council and the Recent Graduates and the WAAAUB Board of Directors shall be elected. Accordingly, with the goal of nominating at least two individuals for each position, the ITF Nominating Committee shall review the nominations submitted by the alumni and shall nominate slates of

- 138 candidates for election to be At-large Members [2 x 69 seats]
- 6 candidates for election to be Recent Graduate Members [2 x 3 seats]

- 30 candidates for election to be Board members [2 x 15 seats]

3. Initial terms for At-Large Members, Recent Graduate Members and WAAAUB Board Members

Following the election, approximately one half of those who have been elected to as At-large Members, two of the three Recent Graduates and approximately one half of those elected to the WAAAUB Board shall be randomly assigned to serve a three-year term (eligible under the Bylaws to serve a second consecutive two-year term) and one half will be assigned to a two-year term (eligible under the Bylaws to serve a second consecutive two-year term), before a hiatus of two years. As a one-time exception, the Recent Graduate Member assigned to a one-year term shall be eligible to serve for a two-year term thereafter.

4. Additional Council members for a two-year transitional period

As a transitional matter, the Council shall include, in addition to Chapter Members, At-large Members and Recent Graduate Members: (i) the current presidents of the AUB Alumni Association of North America and the AUB Alumni Association Beirut if they are not already members of the Council by virtue of being President of a Chapter Member or a member of the ITF Nominating Committee and (ii) the members of the ITF Nominating Committee. Each of these individuals shall serve a two-year term, commencing with the election of the initial Council. This transitional term shall not be counted towards term limits for any of these individuals who might be Chapter Members or At-large Members thereafter.

5. First Chair of the Council

As a transitional matter, the ITF Nominating Committee shall elect the first Chair of the Council from among the Council members to serve until the second Convention. The first Chair of the Council shall not be eligible to serve an additional two-year term following the Chair's initial term, until a hiatus of at least two years.

6. Election of the nominees as the first Alumni Trustees and their terms

It is contemplated that the worldwide alumni will elect one nominee as Alumni Trustee in each year. In the initial year, however, three nominees shall be elected for the three positions of Alumni Trustee. Accordingly, at least nine candidates will be selected to run for the three Alumni Trustee positions. Upon the election of the three nominees by the worldwide alumni, and their subsequent nomination to the University's Board of Trustees by the University's Membership and Nominations Committee, they shall be randomly selected, upon election to the University's Board of Trustees to serve for staggered terms, as follows: one individual shall be elected to serve for one-year term, one for a two-year term, and the third for a three-year term. Notwithstanding the term limit of a single three-year term, as a one time exception, the individual elected as an Alumni Trustee for a one-year term shall be eligible for nomination to one additional full three-year term.

Convention

The first Convention will be held in 2008.

Compliance with the Chapter Policies and Procedures Handbook

As a transitional matter, all existing University alumni chapters shall be permitted two years following the initial meeting of the Alumni Council to comply with the WAAAUB Chapter Policies and Procedures. The WAAAUB Committee for Chapters shall also work closely with the initial Council and the Alumni Relations Offices in their efforts to assist WAAAUB Chapters to comply with the WAAAUB Chapter Policies and Procedures Handbook.