

UNIVERSITY OF MARYLAND
ALUMNI ASSOCIATION-INTERNATIONAL, INC.

BY-LAWS

As Amended at the Meeting of

the Executive Committee

on

September 23, 1998

UNIVERSITY OF MARYLAND
ALUMNI ASSOCIATION-INTERNATIONAL, INC.

By-Laws

ARTICLE I - Name and Location

Section 1 - Name

The name of this organization shall be the University of Maryland Alumni Association-International, Inc. (hereinafter referred to as the "Corporation"), chartered by the State Department of Assessments and Taxation on June 22, 1978 [Appendix I] as a charitable and educational non-profit, non-stock corporation dedicated to supporting the University of Maryland System under the provisions of Section 501 (c) (3) of the United States Internal Revenue Code of 1954 as amended. The Internal Revenue Service approved such tax exempt status on June 27, 1980 [Appendix II].

Section 2 - Location

The offices of the Corporation shall be located in Adelphi, Maryland or in other localities, as may be determined by the Corporation's Executive Committee.

ARTICLE II - Objectives

The objectives of this Corporation shall be to operate and conduct a non-profit and non-stock corporation, under the laws of the State of Maryland; to establish investment objectives, to select professional managers and to monitor their performance with regard to the Life Membership Fund; to disburse dividend and interest income from the Life Membership Fund in the form of grants to University of Maryland System alumni associations and as scholarships to University System of Maryland students.

ARTICLE III - Membership

Membership shall be comprised of up to three representatives from each of the institutional alumni associations of the University System of Maryland.

BOWIE STATE UNIVERSITY
COPPIN STATE UNIVERSITY
FROSTBURG STATE UNIVERSITY
SALISBURY STATE UNIVERSITY
TOWSON UNIVERSITY
UNIVERSITY OF BALTIMORE

UNIVERSITY OF MARYLAND, BALTIMORE
UNIVERSITY OF MARYLAND, BALTIMORE COUNTY
UNIVERSITY OF MARYLAND, COLLEGE PARK
UNIVERSITY OF MARYLAND EASTERN SHORE
UNIVERSITY OF MARYLAND UNIVERSITY COLLEGE

ARTICLE IV - Organization

Section 1 - Executive Committee

Management of affairs of this Corporation shall be vested in an Executive Committee. The Executive Committee is empowered to transact all business for the Corporation.

The Executive Committee shall be comprised of one of the three representatives designated by each institutional alumni association of the University System of Maryland. The immediate past president and the administrative secretary/treasurer shall be ex-officio members.

Section 2 - Fiscal Year

The Fiscal Year of the Corporation, for the purpose of maintaining financial records and the annual audit, shall be July 1 to June 30 of the following year.

ARTICLE V - Officers

The Executive Committee shall have the following officers: President, First Vice President, Second Vice President, immediate Past-President, and Administrative Secretary/Treasurer.

The officers shall serve for two (2) years or until their successors are elected. Their term shall begin on July 1, after election.

Section 1 - President

The President shall be the chief executive officer of the Corporation and shall preside at all meetings of the Corporation's Executive Committee.

Section 2 - First Vice President

The first Vice President shall serve as Chair of the Grants Review Committee, shall act for the President in his/her absence, and shall perform such duties as prescribed by the President and the Executive Committee.

Section 3 - Second Vice President

The Second Vice President shall serve as Chair of the Scholarship Review Committee, and shall act for the First Vice President in the latter's absence and shall perform such duties as prescribed by the President and the Executive Committee.

Section 4 - Immediate Past-President

The immediate Past-President shall serve as an ex-officio, non-voting member.

Section 5 - Administrative Secretary/Treasurer

The Executive Committee shall appoint an Administrative Secretary/Treasurer, who is responsible for certain administrative duties under the direction of the Executive Committee.

This position is ex-officio, non-voting.

Duties of this position shall include:

- to prepare and maintain all necessary corporate records
- to insure all financial records and accounts of the Corporation are audited annually
- to insure all financial reports, as required by law, are prepared and filed.

ARTICLE VI - Elections

Section 1 - Officers

Officers shall be elected by the Executive Committee at its annual meeting. Each officer shall serve for two years and shall be limited to two consecutive terms in the same office. Beginning July 1, 1997, Executive Committee officers may not serve consecutive terms totaling more than 6 years.

Section 2 - Nominations

The Nominating Committee shall nominate one or more candidates for each office to be filled. Persons serving as members of the Executive Committee who wish to hold an office must indicate their interest at least two months prior to the scheduled elections.

The Nominating Committee shall contact each nominee prior to the submission of its report and secure the consent of the nominee to serve as a condition precedent to his/her nomination. The Nominating committee shall provide notice, in writing, to each member of the Executive Committee, at least thirty (30) days prior to the annual meeting of the Executive Committee, of the names of all persons who will be nominated by the Nominating Committee at the annual meeting. Nominations of persons who have previously agreed to serve shall also be received from the floor before nominations shall be closed.

Section 3 - Balloting

Voting for officers shall be by voice or written ballot at the annual meeting of the Executive Committee. A nominee must receive a majority of the votes cast to be elected.

Section 4 - Vacancies

Vacancies occurring in any office shall be filled by appointment by the Executive Committee and such appointees shall serve until the next annual meeting.

ARTICLE VII - Meetings

Section 1 - Executive Committee

There shall be a least two scheduled meetings of the Executive Committee during each fiscal year and as provided in the By-Laws. Special meetings of the Committee may be called by the President, and must be called upon the petition of five (5) members of the Executive Committee.

Section 2 - Annual Meeting

A meeting shall be scheduled during the last quarter of the fiscal year. This meeting shall be officially designated as the "Annual Meeting".

Section 3 - Quorum

A majority of the voting members must be present to constitute a quorum at any regular or special meeting.

Section 4 - Voting

Except as otherwise provided herein for special purposes, all action shall be taken by a majority vote of all members present and voting.

Section 5 - Notices

The Administrative Secretary shall mail notices of meetings not later than two (2) weeks in advance of such meetings.

ARTICLE VIII - Committees

Section 1 - Standing Committees

The Grants Committee, the Scholarship Committee, the Finance Committee, and the Nominating Committee shall be standing committees of the Executive Committee.

Section 2 - Special Committees

The President may establish and appoint members to any special or ad hoc committee as is deemed appropriate.

ARTICLE IX - Amendments

These By-laws may be amended at the annual meeting of the Executive Committee by a 2/3 majority vote of the voting members present at the meeting.

A proposed amendment must be submitted in writing to the Executive Committee at least 30 days in advance of the annual meeting at which it is to be considered.

ARTICLE X - Policies

The Executive Committee may from time to time enact appropriate policies consistent with these By-laws and the Corporation's Articles of Incorporation. These policies may be adopted or amended by the Executive Committee with a majority vote of members present and voting, provided that the policy was submitted in writing prior to the Executive Committee meeting.

ARTICLE XI - Parliamentary Authority

The rules contained in the current edition of Robert's Rules of Order, newly revised, shall govern the conduct of meetings of the Executive Committee and such other committees authorized and established hereunder, in all cases to which they are applicable and in which they are not inconsistent with the By-laws, Articles of Incorporation, or any special rules of order adopted by the Corporation.

ARTICLE XII - Dissolution

Upon dissolution of the Corporation, its property, after the payment of all debts and obligations, shall be disposed of or applied only for the purposes for which the Corporation is organized, or alternately, same shall be absolutely given and transferred to the University System of Maryland for use in its educational and school needs or requirements.

However, if the above-named recipient, i.e., The University System of Maryland, is not then in existence or no longer a qualified distributee or unwilling or unable to accept the distribution, then the assets of this Corporation shall be distributed to a Fund, Foundation or Corporation organized and operated exclusively for the purposes specified in Section 501(c)(3) of the Internal Revenue Code.

ARTICLE XIII - Resolutions

A majority vote of the Executive Committee members present and voting at the annual meeting of the Corporation is required to adopt a resolution that was filed in writing with the Administrative Secretary/Treasurer no later than 120 days prior to the annual meeting. The Administrative Secretary/Treasurer shall review, edit for clarification and consolidate the information.

ARTICLE XIV - Adoption

These By-laws were adopted at a meeting of the Alumni Council on June 16, 1978 and were subsequently amended by the Executive Committee (under the authority of a Resolution passed by the former Alumni Council of the University of Maryland Alumni Association-International, Inc., May 5, 1989) on July 12, 1990. They were further amended and adopted June 11, 1997, to become effective July 1, 1997, and amended again on September 23, 1998.

Certificate

We, the President and 1st Vice President, respectively, of University of Maryland Alumni Association-International, Inc (AA-I), a Maryland non-stock corporation, DO HEREBY CERTIFY that the foregoing is a true and correct copy of the AA-I By-laws adopted by the Executive Committee of AA-I on June 16, 1978 and amended through September 23, 1998.

IN WITNESS WHEREOF, we have hereunto set our hands this 23rd day of September, 1998.

Patrick J. Donahue
President

Virginia P. Norton
1st Vice President