



# CODE OF OPERATING RESOLUTIONS OF THE ALUMNI ASSOCIATION OF ST. JOHN'S COLLEGE *(as amended on 9-10-2023)*

This Code of Operating Resolutions is hereby adopted as of September 9, 2023 by the Board of Directors of the Alumni Association of St. John's College, Inc. (the Board), pursuant to the Articles of Incorporation and By-Laws of the Association, as such terms are defined herein. By adoption of this Code, all prior operating resolutions covering the matters covered herein are hereby rescinded and replaced by the provisions of this Code.

The Board shall annually review this Code of Operating Resolutions and update it as necessary.

## **Section 1 Alumni Association Vision and Mission Statements**

The St. John's College Alumni Association is a non-profit organization that is run by volunteers.

The vision of the St. John's College Alumni Association is a fully engaged alumni community that supports the College and contributes to the intellectual, professional, and personal development of its members.

The mission of the St. John's College Alumni Association is to support alumni and the College by fostering fellowship and mutually beneficial connections among alumni, current students, faculty, and other members of the college community. Therefore, the Alumni Association encourages participation in all alumni activities from the entire alumni community, with its wide range of backgrounds, perspectives, and experiences.

The Board shall review the mission statement annually and either confirm its continued appropriateness or update as needed.

## **Section 2 Definitions**

Terms defined in the Articles of Incorporation and By-Laws shall have the meanings assigned therein when used herein. In addition, the following terms shall have the meanings provided:

"Annual Board Cycle" shall mean the year beginning on the first of the month following the All-Alumni Annual Meeting and Election through the end of the month during which the next regular All-Alumni Annual Meeting and Election is held.

"By-Laws" shall mean the By-Laws of the Alumni Association of St. John's

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College, Inc., Amended and Restated as of October 1, 2022, and shall include any subsequent amendments thereto duly adopted.

“Code” or “COR” shall mean this Code of Operating Resolutions.

“Conference call” or “virtual meeting” (not capitalized) shall mean, unless specifically provided otherwise, any telephonic or online method of conducting a meeting, so long as every member present in person or by such method may hear all the others so present and may participate in the business of the meeting.

“Director of Alumni Relations” shall mean the College employee primarily designated as the leader of the Alumni Relations Office or department on each campus, or for the college as a whole, however such positions and offices are designated.

“Executive Session” or “Closed Session” of the Board is a meeting-within-a-meeting that provides an opportunity for the Board to meet with only voting Board members present to discuss and vote on sensitive and confidential issues.

“Faculty Representatives” shall mean the tutors selected in accordance with Section 9.4.

“Guide to Practices” shall mean the most recent document designated as such and maintained by the Secretary with the permanent records describing the practices of the Association.

“Notice” shall mean both the announcement of the availability of a ballot as well as all relevant information accompanying said ballot, as listed in section 7.1.

“Regular Board Meetings” shall mean the meetings of the Board held in each Annual Board Cycle as provided in Section 9.1.

“Special Board Meetings” shall mean meetings of the Board that are other than “Regular Board Meetings.”

“Student Polity Representatives” shall mean the students selected in accordance with Section 9.5.

“Sub-Group” shall mean a group of Alumni volunteers and leaders (and, in appropriate circumstances, non-Alumni College personnel or other non-Alumni) established by the Board for a specific purpose. This does not include committees established under the By-Laws.

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## **Section 3 Rules of Construction**

**3.1.** In case the Articles of Incorporation and either this Code or the By-Laws conflict, the Articles of Incorporation shall control.

**3.2.** In case the By-Laws and this Code conflict, the By-Laws shall control.

**3.3.** In case this Code and the Guide to Practices conflict, this Code shall prevail.

**3.4.** Any provision contained in this Code may be varied by a subsequent specific resolution duly adopted by the Board.

**3.5.** Provisions specifying weekend meetings or events may include afternoon and evening meetings or events on Fridays.

**3.6.** References to meetings of the Board, the Executive Committee, the Nominating Committee, and Sub-Groups shall include meetings conducted entirely by conference call or other form of virtual meeting.

**3.7.** References to a Board Cycle shall be to the relevant Annual Board Cycle of the Association unless otherwise specified.

**3.8.** References to duties of the Secretary shall include, in appropriate circumstances, their designee.

**3.9.** References to notifications required of the chair of the Nominating Committee or the chair of the Awards Committee shall include, in appropriate circumstances, their designee.

**3.10.** References to the President and the President-Elect shall be to the then-current occupants of such offices, (and, in particular, references to actions to be taken by the President or the President-Elect in the last Annual Board Cycle of their terms shall be to the outgoing President or President-Elect in such Annual Board Cycle), unless specifically provided otherwise.

## **Section 4 Rules of Order**

The rules contained in the current edition of Robert's Rules of Order Newly Revised in Brief shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with the Articles of Incorporation, the By-Laws, this Code, or any other special rules of order the Association or a constituent part thereof may adopt. The Secretary shall ensure that a copy of the current edition is

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available for prompt reference at the Annual Meeting, at any Special Meeting, at Board meetings, and at meetings of the Executive Committee.

## **Section 5 Designations**

When the By-Laws or this Code call for the designation of a person or office, such designations shall be accomplished by the following means:

**5.1. Alumni Relations Office Representative.** The Alumni Relations Office representative for each Annual Board Cycle shall be the current Director of Alumni Relations for the college or their designee.

**5.2. Addresses for the Association.** In accordance with the Articles of Incorporation, the address of the Association is "St. John's College, Annapolis, Maryland 21401."

The address for the delivery of legal notices is the address of the person/entity who is designated as the SJCAA "resident agent" with the Secretary of State of Maryland.

The address for all other communications with alumni, including petitions and other election communication, is the college's Alumni Relations Office (ARO) on the campus on which the Annual All-Alumni Meeting for that Annual Board Cycle is held. The ARO staff on the other campus shall use reasonable efforts to redeliver to the designated office any alumni communication mistakenly sent to that office. The designated office shall expeditiously deliver such material to the Secretary of the AAB.

Email delivery of alumni communication shall be acceptable if sent to sjcaa@sjc.edu or other address established in the Guide to Practices, from an email address that can be verified as coming from an alumnus.

## **Section 6 Meetings of the Association**

**6.1. The Annual All-Alumni Meeting.** The location, date, time, and proposed duration for the Annual Meeting shall be determined by the Executive Committee in coordination with the College, with the caveat that the Annual All-Alumni Meeting is held not less than ten months nor more than fourteen months after the previous Annual All-Alumni Meeting.

**6.2. Order of Business of the Annual All-Alumni Meeting.** The order of business for the Annual All-Alumni Meeting shall be determined in advance by the Executive Committee and made accessible to all members of the Alumni Association in accordance with the By-Laws.

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**6.3 Minutes.** The Secretary, or their designee, shall take minutes of the Annual All-Alumni Meeting and any Special All-Alumni Meeting(s) and distribute copies of draft minutes to the Board within thirty calendar days of the relevant meeting, if practicable. Board members are required to review the minutes prior to the next Regular Board Meeting. At the next Regular Board Meeting the Board shall approve the minutes with such amendments as are appropriate. Following Board approval, the minutes shall be freely available to all Alumni on a website managed by the College or approved by the Association, or by request made to the Board.

### **Section 7 Elections**

All elections shall be conducted as required under the By-Laws, and in accordance with the following procedures:

**7.1. Ballots.** One unified ballot shall be provided for each election (including any vacancy elections) and for any proposed By-Laws amendments. An electronic ballot shall be delivered to each member of the Association for whom the College has an email address. A written notice stating that a written ballot may be obtained upon request from the Alumni Relations Office on the campus on which the Annual Meeting is to be held shall be delivered to each member for whom the College has a valid mailing address but not an email address. The Secretary shall ensure that a full written ballot is promptly provided to any member who requests one.

Ballots must include or be accompanied by a notice (a) giving the return date for the relevant election, (b) providing the mailing address and an electronic means for returning such ballots, as appropriate, (c) including brief substantive information about all candidates nominated (either by the Board or by Petition), (d) giving notice of an electronic forum provided for posting more information, and (e) giving a brief account of the duties of the positions subject to election. Candidates for a position shall be listed on the ballots in alphabetical order, by last name. Each nominated candidate may approve for inclusion in the notice a short biographical blurb or another statement, subject to a limitation of 250 words. No candidate statements may contain derogatory or libelous statements. Emailed ballots shall allow such ballots to be returned by clicking on a link within the email ballot itself. Electronic imaging and transmission of written ballots shall be allowed.

Each ballot shall contain clear instructions on how to mark the votes to be cast, and returned ballots must contain the identity of the member of the Association casting such votes. For elections for officers of the Association and for Alumni-elected members of the BVG (including any vacancy elections), the ballot and such instructions shall list all nominees alphabetically and provide for voters to select one nominee from the list. For elections for At-Large Directors the ballot and such instructions shall list all nominees alphabetically and provide for voters to select six nominees from the list, provided that no member may cast more than one vote for any individual.

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**7.2. Vacancies.** Upon the vacancy of the offices of President or President-Elect, the Board shall appoint a member of the Alumni Association in good standing to fill such offices on an interim basis as soon as practicable, as provided in Article VIII of the By-Laws. Notice of such interim appointments shall be promptly provided to members of the Alumni Association. The Board may nominate candidates for election at any vacancy elections, and members may nominate candidates by Petition. Candidates for vacancy elections shall be subject to all of the rules established for candidates for positions subject to regular election.

**7.3. Vacancy Elections for President or President-Elect.** The circumstances that might lead to the operation of this section of the Code would, in the best of worlds, never occur. The general principles concerning vacancy elections for these offices are stated in Article VIII of the By-Laws, and what follows here and in Appendix II clarifies these principles and processes.

(a) If the vacancy occurs only in the office of President-Elect at least ninety calendar days prior to the Annual Meeting in the first Annual Board Cycle of the unexpired terms, then a vacancy election for President-Elect shall be held at such Annual Meeting.

(b) If vacancies occur both in the office of President and the office of President-Elect at least ninety calendar days prior to the Annual Meeting in the first Board Cycle of the unexpired terms, then vacancy elections for President and President-Elect shall be held at such Annual Meeting. The Board may, at its discretion, determine either (i) that such elections shall fill the unexpired term only or (ii) that such elections shall fill new two-year terms commencing in the Annual Board Cycle following such Annual Meeting.

(c) If a vacancy occurs in the office of President-Elect at least ninety calendar days prior to the Annual Meeting in the first Annual Board Cycle of the unexpired terms, but a vacancy occurs in the office of President less than ninety calendar days prior to such Annual Meeting, then a vacancy election for President-Elect shall be held at such Annual Meeting, notwithstanding the fact that an appointed President-Elect would have become President. Following such vacancy election for the office of President-Elect, the member elected to that office shall immediately become President and the office of President-Elect shall become vacant.

(d) If the vacancy occurs only in the office of President-Elect less than ninety calendar days prior to the Annual Meeting in the first Annual Board Cycle of the unexpired terms but at least ninety calendar days prior to the Annual Meeting in the next Annual Board Cycle, then a vacancy election for President-Elect shall be held at such Annual Meeting in the second Annual Board Cycle of the unexpired term.

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(e) If vacancies occur both in the office of President and the office of President-Elect less than ninety calendar days prior to the Annual Meeting in the first Annual Board Cycle of the unexpired terms but at least ninety calendar days prior to the Annual Meeting in the next Annual Board Cycle, then vacancy elections for both positions shall be held at such Annual Meeting in the second Annual Board Cycle of the unexpired term. The Board may, at its discretion, determine either (i) that such elections shall fill the unexpired term only or (ii) that such elections shall fill new two-year terms commencing in the Annual Board Cycle following such Annual Meeting.

(f) If vacancies occur both in the office of President and the office of President-Elect less than ninety calendar days prior to the Annual Meeting in the last Annual Board Cycle of the unexpired terms but during such unexpired term, then the member elected as President-Elect at such meeting shall become President at the beginning of the next Annual Board Cycle, and a vacancy elections for President-Elect shall be held at first Annual Meeting of the following Annual Board Cycle.

(g) If a vacancy occurs only in the office of President-Elect less than ninety calendar days prior to the Annual Meeting in the last Annual Board Cycle of the unexpired term, then a vacancy election for President shall be held at the first Annual Meeting of the following Annual Board Cycle.

(h) If a vacancy occurs in the office of Past-President, the most recent Past President shall fill the vacancy. In the event the most recent Past President cannot fill the vacancy, one of the emeriti alumni Board members will fill the vacancy until a time when a new President-Elect is chosen by the Board and elected into office by the Alumni Association.

**7.4. Electronic Forum.** An electronic forum, provided by the College or Board and accessible by the members, shall be made available for posting information concerning elections and discussions about any proposed By-Laws amendments. Such a forum shall be moderated, and no derogatory, repetitive, or libelous posts shall be allowed. The Board may issue an official statement concerning any proposed By-Laws amendments, as may the proponents of any amendments proposed by Petition. The Secretary and Past President, or in the case of a potential conflict such persons designated by the Board, shall serve as moderators and shall, among other things, have the power to control the length and frequency of posts. The moderators shall take care to maintain a neutral forum for the discussion and shall not take sides or show favoritism, as moderators, in any substantive controversy.

### **Section 8 Alumni Engagement Events**

As alumni engagement events provide some of the most frequent and important

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occasions for interactions between Alumni and the College, a designated Working Group of the AAB shall, each year, in consultation with the Alumni Relations Office, take all appropriate action to help ensure that these events succeed in engaging Alumni. Reunion Weekends on each campus shall be held each year on weekends determined by the Alumni Office Representative and College in consultation with the Executive Committee and the designated Working Group.

### **Section 9** **Meetings of the Alumni Association Board of Directors**

**9.1. Regular Board Meetings.** The Board shall meet at least three times each Board Cycle as follows:

- One Regular Board Meeting shall be held on the same weekend and in coordination with the All-Alumni Meeting and Election, at a day and time determined by the Executive Committee in coordination with the College.
- One Regular Board meeting shall be held in June in coordination with the June meeting of the Board of Visitors and Governors.
- One Regular Board Meeting shall be held on the last Saturday in January.
- At least one of these meetings shall be in person and, whenever possible, on campus.

The dates of Regular Board Meetings shall be determined by looking at all the other constraints on scheduling and making every effort to balance the meetings between the two campuses. Such recommendation for the subsequent Board Cycle shall be considered during the final Regular Board Meeting of the annual Board Cycle. The Secretary of the Association, in coordination with the Executive Committee and the College, shall inform the Board members of the finalized dates and locations of these meetings within thirty days, when possible, after the last meeting of the preceding Board Cycle. The Board shall make reasonable effort to announce the dates and locations of the Regular Board Meetings to the Alumni Association members well in advance of the meetings.

**9.2. Agenda.** The Executive Committee (or if the Executive Committee fails to act, the presiding officer of the meeting) shall set the agenda for each meeting of the Board. At the end of each meeting, any member in attendance may present new business. Meeting agendas and additional documents shall be sent to Board members fourteen days prior to the corresponding meeting, and reasonable effort shall be made to inform the Alumni Association members.

**9.3. Minutes.** The Secretary shall take minutes of each Board meeting and distribute copies of draft minutes to the Board within thirty calendar days of the relevant meeting, if practicable. At the next Regular Board Meeting, the Board shall approve the



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minutes with such amendments as are appropriate. Following Board approval, the minutes shall be freely available to all Alumni, except for any minutes of executive sessions.

**9.4. Faculty Representatives.** Each year the AAB shall invite the Dean on each campus to select one tutor to serve as a Faculty Representative to the Board. Faculty Representatives shall serve one-year terms coincident with the Board Cycle. Faculty Representatives are entitled, but not required, to attend all or a portion of any Board meeting, with voice but without vote. The participation or exclusion of Faculty Representatives when the Board enters an executive session shall be determined by the Board as it deems appropriate. Faculty Representatives shall receive all notices and materials sent to Directors, except materials relating to an executive session where Faculty Representatives may be excluded. The appointment or selection of Faculty Representatives shall be within the discretion of the Deans, without term limit restrictions.

**9.5. Student Polity Representatives.** At least one undergraduate and one graduate student representative from each campus will be elected to the Alumni Association Board by their respective student governments, ideally before the end of the Spring term of the academic year prior to the student's term on the Board, but no later than the beginning of the Fall term.

Student representative's terms will begin with the fall meeting of the Alumni Association Board. Student representatives will serve at minimum, a term of one year, with an option of serving two years, unless their second year is their senior year.

Student representatives are expected to attend Board meetings unless they conflict with academic requirements: in-person when held on their campus, via conference call or video conference when held on the other campus, and via conference call or video conference for virtual meetings. As with other Board members, they are required to complete a Conflict-of-Interest statement and are also subject to the removal procedures detailed in the By-Laws (Article V, Section 4).

The participation or exclusion of Student Representatives when the Board enters an executive session shall be determined by the Board as it deems appropriate. Student Representatives shall receive all notices and materials sent to Directors, except materials relating to an executive session where Student Representatives may be excluded.

Student representatives are responsible for reporting back to their respective student government on each campus about the activities of the Board and for reporting to the Board any matters of significance to the student body.

Student representatives will have a leadership role on the Student and Recent Alumni (SARA) Working Group, which collaborates with the Executive Director of Student

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Health and Wellness for both campuses and the Alumni Transitions & Volunteerism Program Manager. The SARA Working Group, which will include both student representatives and alumni volunteers, designs and implements outreach initiatives throughout the year. Students shall not be asked to take on projects that impinge on their academic obligations and progress.

**9.6. Public Sessions.** Board meetings shall be open to all Alumni to the extent practicable, except when the Board enters an executive session. Notice of the date, time, and place of Regular and, where practicable, Special Board Meetings shall be provided to all Alumni.

**9.7. Virtual Meeting Facilities.** All Board meetings shall have virtual meeting facilities available, if feasible. All members of the Association and of the Board may attend virtually, although every effort should be made by members of the Board to attend in-person when those meetings are designated as such.

**9.8 Executive Sessions.** The Board may enter an executive session during a Board meeting to discuss matters that require confidentiality. These sessions shall include all voting members of the Board, unless they have a conflict of interest (e.g., they are a nominee on the slate for an upcoming election about which the Board is voting). Non-voting attendees will be asked to leave the meeting until they receive a message to rejoin.

Non-voting attendees may participate in Executive Sessions only by a majority vote of the Board. In making their decision, the Board shall consider whether such attendees have a conflict of interest in connection with the issue to be discussed.

**9.9. Confidentiality.** In general, Board meetings are open to the public. Discretion is expected regarding sensitive subjects. The deliberations and outcomes of Executive Sessions, however, shall be kept in strictest confidence by Board members and any other persons participating in such sessions.

Recording of the virtual meeting may be paused during the Executive Session if copies of the recording will be made public. While minutes of the discussion will be taken during the Executive Session, these will remain separate from publicly available copies. Broadly available copies of the minutes may reflect any decisions and outcomes made by the Board during those Executive Sessions, omitting session detail.

**9.10. Conflicts of Interest.** A conflict of interest or the potential for such a conflict exists when circumstances potentially impact the director's or officer's ability to make an impartial decision in carrying out their Board duties. This includes the following:

- (a) where the action may result or appear to result in a personal gain to such Director or the director's or officer's interested party (defined as immediate family

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members or any party, group, or organization in which any such person has an interest); or

(b) where relationships, strongly held beliefs, or other circumstances adversely impact the director's or officer's ability to make an impartial decision regarding any business before the Board.

**9.10.1 Financial Conflicts.** Although it is impossible to list every potential conflict, the following financial situations appear to involve an actual or potential conflict and should be disclosed:

(a) to hold (or have an interested party hold), directly or indirectly, a financial interest or any position in any entity with which the Association does business;

(b) to compete (or have an interested party compete), directly or indirectly, with the Association in the purchase or sale of property or property rights, interests, or services;

(c) to accept compensation, services, gifts, entertainment, or other favors (or to have an interested party accept services, entertainment, or other favors) from any person or entity that does, or seeks to do, business with the Association under circumstances which might give a reasonable person cause to believe the Director might be influenced by such favor; or

(d) to hold, compete, or accept any of the foregoing from any person or entity which the Association or a constitutive part thereof has influence in the College's decision to engage.

**9.10.2. Non-Financial Conflicts.** Although it is impossible to list every potential conflict, the following non-financial situations appear to involve an actual or potential conflict and should be disclosed:

(a) Relationships, including but not limited to familial, romantic, intimate, parenting, professional, and close friendships;

(b) Strongly held beliefs, including but not limited to religion, politics, and culture; and

(c) Other circumstances that may adversely impact the Director's ability to make an impartial decision.

**9.10.3. Disclosure of Conflicts.** Within thirty days after the start of each Board Cycle, all directors and officers shall submit to the Secretary a written statement in the form of Appendix I to this Code acknowledging their understanding of the conflict-of-interest policy set out herein and disclosing any matter or relationship that the

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Directors and Officers believe could constitute a conflict of interest. At the start of any Board Cycle any officer or director who does not submit a COI will not have active voting rights until their form is submitted.

If an actual or potential conflict of interest on the part of a director or officer arises during the Board Cycle, the director or officer shall promptly disclose the actual or potential conflict of interest to the Executive Committee.

A record of the disclosure and the subsequent action shall be made and kept by the Secretary with the records of the Association.

**9.10.4. Recusal.** The director or officer who has disclosed a possible conflict of interest may offer their views on the subject which has raised the question of the conflict, but the director or officer shall not then exercise their authority on that question without the approval of the President or the Board, and if the director or officer believes that they cannot participate in any such discussion with objectivity, such director or officer shall recuse themselves from such discussions.

When the question is raised in the context of a meeting among directors or officers, that director or officer shall recuse themselves from final deliberations. In addition, the Board may, by majority vote, recuse any director or officer from such a discussion.

### **Section 10 Committees Established Under the By-Laws**

#### **10.1 Executive Committee**

**10.1.1. Election of At-Large Members.** The Nominating Committee shall nominate, and the full Board shall elect, two At-Large Directors to the Executive Committee at the last Regular Board Meeting of each Board Cycle to serve a one-year term coincident with the next Board Cycle.

**10.1.2. Meetings of the Executive Committee.** The Executive Committee shall meet at least once a month. The President, the President-Elect, or any three members of the Executive Committee may call a special meeting of the Executive Committee, provided that members are given at least two calendar days' notice; however, each member may waive the notice requirement individually. An agenda for each meeting shall be sent out at least two calendar days before each meeting of the Executive Committee.

**10.1.3. Agenda for Annual All-Alumni Meeting.** The Executive Committee shall determine the agenda for the Annual All-Alumni Meeting and shall provide a full agenda and supporting materials to members no later than twenty calendar days prior to the

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related Annual All Alumni Meeting.

**10.1.4. Agenda for Regular Board Meetings.** The Executive Committee shall determine the agenda for Regular Board Meetings and shall make reasonable efforts to deliver a full agenda and supporting materials to the Board fourteen calendar days prior to the related Regular Board Meeting. The Executive Committee shall place any matters requiring action under this Code on the appropriately scheduled meeting's agenda. The agenda may include reports and submitted recommendations, if any, of the Executive Committee, the Nominating Committee, and various Working Groups, a report on BVG discussions and actions, and such other business as the Executive Committee deems appropriate.

**10.1.5. Vacancy Election Nominations.** Before a vacancy election is conducted as described in Article VIII, section 10 of the By-Laws, the Executive Committee shall first determine the process by which nominations are to be made. If the Executive Committee makes any nominations itself, members shall be bound by conflict-of-interest rules equivalent to those contained in Section 9.10 of this document.

**10.1.6. Electronic Voting.** In lieu of a special Executive Committee meeting, the Executive Committee may take an action by email balloting if it is fully described in an email sent by the President to the Executive Committee requesting concurrence in the action, and if each member of the Executive Committee subsequently sends an email back concurring in the action. If all members of the Executive Committee do not concur, the proposed action must be brought in front of a meeting of the Executive Committee.

**10.1.7. Attendance By Invitation Only.** The Alumni Office Representative and the Board's project manager, if there is one, may be invited, but are not required, to attend the meetings of the Executive Committee. Other non-members of the Executive Committee may attend Executive Committee meetings only by invitation of the President or a majority vote of the Executive Committee. The decision to invite such non-members shall be made before the agenda of the relevant meeting is sent and shall be mentioned in that agenda.

### **10.2. Nominating Committee.**

**10.2.1. Formation of the Committee.** The President-Elect shall appoint five members of the Nominating Committee at the beginning of each Board Cycle but no later than thirty days after the beginning of such Board Cycle and shall promptly provide notice of such appointments to the Board and the members. Such at-large Nominating Committee members shall serve a one-year term coincident with the Annual Board Cycle.

**10.2.2. Factors to Consider in Seeking Nominees.** The Board is committed to increasing diversity in formal alumni representation. To further that goal, the Nominating Committee shall seek nominees from the entire alumni community with its wide range of

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backgrounds, perspectives, and experiences, including but not limited to campus affiliation, undergraduate and graduate institution affiliation, race, ethnicity, gender, gender identity, sexual orientation, socio-economic status, age, physical abilities, geographic locations, professions, and fields of study.

**10.2.3. At-Large Directors and Officers.** The Nominating Committee shall recommend to the Board the nomination each year of Alumni candidates for At-Large Directors, Directors Emeriti, and the nomination of Alumni candidates for the offices of the Association subject to election in that year. Such recommendations shall be made, if at all practicable, to the Board at a Regular Board Meeting at least thirty calendar days prior to the sixty calendar days' deadline for notice prior to the Annual Meeting.

In addition to guidance of section 10.2.2, the Nominating Committee shall also consider each candidate's level of past active participation, the likelihood of their ongoing active participation in the Association or the life of the college, and whether a candidate will make an annual donation to the College (including to any ongoing capital campaign) in an amount meaningful to the nominee. No single factor is determinative.

**10.2.4. Alumni-elected Members of the BVG.** The Nominating Committee shall recommend to the Board the nomination each year of one Alumni candidate for the regular position of Alumni-elected member of the BVG to be elected during the annual election of the Association prior to the start of their BVG term. In accordance with Article II, section 4 of the Polity, the Alumni Association President shall notify the BVG Chair of that year's nominee for the BVG, so that the nomination (or re-nomination) can reasonably be coordinated. Such recommendation shall be made, if at all practicable, during the regular June Board Meeting. In its recommendation to the Board for the nomination of a BVG Representative, the Nominating Committee shall consider whether a candidate (a) demonstrates a commitment to the unity of the college and its unique program, (b) has something important to offer the college in the way of expertise, (c) will make a commitment to the College and the alumni to faithfully attend all or most BVG meetings, and (d) will donate annually (including to any on-going capital campaign) in an amount that is personally meaningful. In its recommendations to the Board, the Nominating Committee shall follow the guidance in section 10.2.2 above. No single one factor is determinative.

**10.2.5. Honorary Membership in the Alumni Association.** The Nominating Committee shall recommend to the Board candidates for honorary membership in the Alumni Association. Honorary membership may be given to any person for their significant role, service, or contribution in or to the life of the College, especially as it pertains to Alumni or students. The Nominating Committee shall routinely discuss whether tutors, staff, and members of the community who are retiring or who have reached retirement age (sixty-five or older) meet the criteria for honorary membership. The Nominating Committee shall recommend to the Board the candidates for honorary membership as early as possible, in order to notify recipients of the honor and to publicize such honor in advance of the occasions on which such honors are expected to

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be conferred.

**10.2.6. Awards Committee Members.** The chair of the Awards Committee is the Past President or their designee. At least thirty days prior to the last regular Board meeting of the Board cycle, board members may recommend to the Nominating Committee potential additional members for the Awards Committee. At least fifteen calendar days prior to the last Regular Board Meeting of each Board Cycle, the Nominating Committee shall appoint no less than three nor more than five additional members of the Association to the Awards Committee. In its appointments, the Nominating Committee should attempt to achieve diversity on the Awards Committee per the guidance in section 10.2.2. The President Elect, as chair of the Nominating Committee, shall notify the Board of the Award Committee's membership at the last board meeting of the Board cycle.

**10.2.7. Nominations to Second Terms.** When the Nominating Committee considers nominating an individual to serve a second term as a Secretary, Treasurer, At-Large Director, or Alumni-elected member of the BVG, the committee shall consider how that individual has performed to date in that capacity in addition to the guidance provided in section 10.2.2.

**10.2.8. Role in Providing Notice to Alumni of Candidates.** The chair of the Nominating Committee shall collaborate with the Secretary to ensure timely notices of all candidates for At-Large Directors, officers, and Alumni-elected members of the BVG (including short biographical sketches of the nominees) and of the procedures for nominating alternate candidates by Petition are provided to Alumni.

**10.2.9. Board Ratification of Nominees.** The Nominating Committee shall submit for ratification by the Board a list of potential nominees. This may include an ordered list greater than the number of positions available, in which case, the chair of the Nominating Committee shall contact the persons on that list in the order given. The ratification is for the entire list, but the Board may amend the list after discussion in the event issues arise about one of the candidates. Once the available positions have been filled, no further contacts shall be made.

**10.2.10. Confidentiality of Deliberations.** The deliberations of the Nominating Committee shall be kept in strictest confidence by its members and any other persons participating in such deliberations.

**10.2.11. Attendance By Invitation Only.** Non-members of the Nominating Committee may attend meetings only by invitation of the President-Elect, Chair of the Nominating Committee, or by majority vote of the Nominating Committee.

**10.2.12. Conflicts of Interest.** Members of the Nominating Committee shall disclose any relationship with a candidate for a position to be discussed by the Nominating Committee. If the member believes that they cannot participate in any such

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discussion with objectivity, such member shall recuse themselves from such discussions. In addition, the committee may, by majority vote, recuse any member from such a discussion. Members of the Nominating and Awards Committees shall also sign a Conflict-of-Interest statement prior to the start of their term.

**10.2.13. Contacting Candidates.** No members of the Nominating Committee shall contact potential candidates for honorary membership until the Board has granted honorary membership to such candidates. In appropriate circumstances members of the Nominating Committee may contact potential candidates for officers of the Association, Directors, and Alumni-elected members of the BVG; to the extent that potential candidates for such positions are contacted prior to Board ratification, such potential candidates shall be clearly advised that nominations require ratification to become final, and that election by members of the Association, as prescribed in the By-Laws, must be conducted before the potential candidate can assume the position contemplated. Candidates for membership on the Awards Committee shall be contacted at the discretion of the Nominating Committee. In the event a candidate for a committee or a position in the AAB declines, then the Nominating Committee must either move to the next candidate or determine an alternate candidate. In the event that a candidate for an honorary membership declines the award, then the candidate is not granted honorary membership and no further action is required.

### Section 11 Sub-Groups

**11.1. General.** The Board or the Executive Committee shall from time to time establish such Sub-Groups as it deems appropriate. The purpose, structure, and duration of any such Sub-Group shall be as determined by the Executive Committee with the approval of the Board, or by the Board itself. So long as they are consistent with the provisions of this Code and any operating resolutions adopted by the Board, each Sub-Group shall adopt the practices and structures most appropriate for its purpose.

**11.1.1. Attendance at Sub-Group Meetings.** All Directors are invited to attend any Sub-Group meeting, other than meetings of the Awards Committee, the Governance Committee, and such Sub-Groups as the Board or the Executive Committee may declare closed. Such Directors in attendance may have a voice but no vote on the deliberations of the Sub-Group. Sub-Group meeting dates and times shall be made known to the Board at least two weeks prior to the meeting, including the method for attending.

**11.1.2. Annual Review.** Each Sub-Group shall at the end of the Annual Board Cycle review any resolutions contained herein and any other material (such as passages in the Guide to Practices) relevant to its work and, in coordination with the Secretary, augment or amend Group materials as necessary. Each Sub-Group shall recommend whether it should be continued into the following Annual Board Cycle, and



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the Board shall vote on this recommendation. Unless the Board votes to discontinue a particular Sub-Group, it is assumed that the Sub-Group will continue into the next Annual Board Cycle.

**11.1.3. Assignment and Duties of Liaisons.** Each At-Large Director shall serve as a liaison from the Board to one or more Sub-Groups. Each Sub-Group may have one or more than one Director as a liaison. The President, in consultation with each At-Large Director and the Executive Committee, shall make such assignments within thirty days after the start of the Annual Board Cycle. A liaison is expected to be familiar with the structure, operations, and functioning of the relevant Sub-Group and may or may not be the lead for it. The liaison is expected to report on the work of the Sub-Group to the rest of the Board.

**11.2. Awards Committee.** The Awards Committee identifies who among Alumni should be given awards bestowed by the Association. In addition, the Awards Committee considers whether other Association awards are appropriate to institute and may recommend any such additional awards to the Board for its consideration. The Awards Committee also periodically checks that any awards or gifts given in the name of the Association to students are meaningful and fairly balanced between the campuses.

**11.2.1. Composition of the Awards Committee.** The Awards Committee shall consist of the Past President assigned as liaison to the Awards Committee, an Alumni Office Representative, and between three and five members of the Association appointed by the Nominating Committee as provided in Section 10.2.6. At the first meeting of its term, the Awards Committee shall elect a chair from among its members.

**11.2.2. Schedule of Nominations.** The Awards Committee shall submit nominations to the Board as early as possible, in order to notify recipients of the award or honor and to publicize such award or honor in advance of the occasions on which such award or honor are expected to be conferred.

**11.2.3. Awards of Merit.** The Awards Committee shall nominate candidates for Awards of Merit. Awards of Merit may be given to Alumni for distinguished and meritorious public service, locally, nationally or internationally, for service to the College, or for outstanding achievement within a chosen field.

**11.2.4. Volunteer Service Awards.** The Awards Committee shall nominate, for vote or approval by the Board, one or more alumni to receive the Volunteer Service Award for extraordinary volunteer service to the Association or the College.

**11.2.5. Other Association Awards.** The Awards Committee may nominate candidates from the college community for any other awards that the Board, in its sole discretion, determines to bestow.

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**11.2.6. Conflicts of Interest.** Members of the Awards Committee shall disclose any personal or professional relationship with a candidate for an award to be discussed by the Awards Committee and sign a Conflict-of-Interest statement before participating in any Committee business. If the member believes that he or she cannot participate in any such discussion with objectivity, such member shall recuse themselves from such discussions. In addition, the committee may, by majority vote, recuse any member from such a discussion.

**11.2.7. Prohibition on Nomination of Members.** No award shall be considered for any member of the Awards Committee or of the Board during that member's tenure on the Awards Committee or while serving on the Board.

**11.2.8. Confidentiality of Deliberations.** The deliberations of the Awards Committee shall be kept in strictest confidence by its members and any other persons participating in such deliberations. No person shall be approached and no discussions with such person shall be conducted concerning that person's potential nomination for any honor or award until the Board has determined the honor or award for such person.

**11.2.9. Nomination of Ordered List.** The Awards Committee may submit for ratification by the Board an ordered list of potential nominees greater than the number of awards available or considered advisable. The ratification is for the entire list, but the Board may amend the list after discussion in the event issues arise about any of the nominees. In this case, the chair of the Awards Committee shall offer the award to the persons on that list in the order given. Once the number of awards has been reached, no further contacts shall be made.

**11.2.10. Attendance By Invitation Only.** Non-members of the Awards Committee may attend meetings only by invitation of its chair or the Awards Committee.

**11.3. Governance Committee.** The Governance Committee shall review the Articles of Incorporation, the By-Laws, this Code, the Guide to Practices and any other relevant documents (including specific resolutions and reports by Sub-Groups) to consider whether any amendments, modifications, or additions are advisable or required. The Governance Committee shall be available to assist the Secretary in the onboarding and offboarding of members and obtaining updates to the Guide to Practices.

**11.3.1. Composition of the Governance Committee.** Every two years, upon the commencement of the Secretary's term, the Governance Committee is constituted. It shall consist of the Secretary (who shall designate the chair of the committee) and up to six members appointed by the Secretary. Members may include former members of the Executive Committee, former members of the Governance Committee, former or current board members, or a representative of the Alumni Office.

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**11.3.2. Attendance By Invitation Only.** Non-members of the Governance Committee may attend its meetings only by invitation of its chair or the Governance Committee.

**11.4. Alumni Giving Council.** The Alumni Giving Council is a group of volunteers whose aim is to create a culture of philanthropy among Alumni by encouraging financial support of the College through participation in the Fund for St. John's College. The Alumni Giving Council (a) provides ideas, advice, and feedback to the College's annual giving staff on new and continuing programming and efforts; (b) recruits new volunteers to Alumni Giving Council programs; and (c) makes direct solicitations for the Fund for St. John's College. Each member of the Alumni Giving Council shall donate in a personally significant way to the Fund for St. John's College in each Annual Board Cycle.

The Alumni Giving Council consists of two co-chairs and a number of other members spread around the country. There are no set terms for the co-chairs or council members.

**11.5. Career Services Working Group.** The Career Services Working Group works with the Career Development Office in Annapolis and the Office of Personal and Professional Development (OPPD) in Santa Fe to identify, develop, and manage programs intended to assist students and alumni in all aspects of their career and job search.

**11.6. Chapters Working Group.** The Chapters Working Group facilitates the flow of information between the Alumni Association and other alumni groups and the sharing of ideas, best practices, and success stories within groups.

**11.7. Communications Working Group.** The Communications Working Group supports the Alumni Association in developing and implementing more efficient and effective communications to and from alumni. The Communications Working Group's efforts reinvigorate the Association's brand identity and connection to alumni, thereby supporting increased alumni engagement.

**11.8. Diversity and Inclusion Working Group.** The Alumni Association Board's Diversity & Inclusion Committee was formed to address issues of diversity, equity and inclusion (DEI), as identified by alumni and students in their communications with the college in 2020. Subsequently, the committee was formalized into a Working Group of the Alumni Association to keep DEI issues central to Alumni Association discussions, policies, and strategic work regarding student life and alumni experiences.

**11.9. Events Working Group.** The Events Working Group focuses on increasing alumni engagement and enjoyment at events hosted at the College, as well as events sponsored by the Alumni Association. The working group partners with College staff in planning events; communicating and promoting events; surveying alumni opinion around events; and providing a welcoming presence for alumni at events

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and supporting the college wherever possible.

**11.10. Students and Recent Alumni Working Group.** The Student and Recent Alumni Working Group works to increase awareness of the Alumni Association and its activities among students and foster relationships between alumni and students for their mutual benefit.

### **Section 12 Budget and Finance**

**12.1. Duties of the Treasurer.** In addition to the duties enumerated or implied in the By-Laws, the Treasurer shall (a) have general charge and supervision of the finances, investments, securities, accounts receivable and payable, contracts, books of account, accounting, and auditing of the Association, (b) responsible for the preparation of the annual budget and federal and state tax returns of the Association, (c) have custody of all the funds and securities of the Association, (d) keep the Board fully informed of its financial condition, and (e) serve as a liaison with the College regarding the College's budgets for Alumni activities and programs. The Treasurer shall report at each Regular Board Meeting on the state of the College's finances and expenditures devoted to such activities and programs. The Treasurer shall take receipt of the final tax return of the Alumni Association and will ensure that the Secretary receives a copy of the return.

**12.2. Development of the Budget.** The Treasurer and the Executive Committee shall prepare a draft budget for the next Board Cycle to be distributed to the Board fourteen calendar days prior to the last Regular Board Meeting of each Board Cycle.

### **Section 13 Records of the Association**

**13.1. Duties of the Secretary.** In addition to the duties enumerated or implied in the By-Laws, the Secretary shall (a) ensure that the records of the Association are kept in an accessible format for the required period of time set forth in this section, (b) provide and clarify all notices of the Association, (c) affix the seal of the Association to all contracts and documents executed by the proper corporate officer or officers to the extent required, (d) ensure that an accurate record of the names and addresses of members of the Association is maintained by the College, (e) determine from the records of the College or the Association which members of the Association are entitled to vote at meetings, (f) ensure that the written statements required by Section 9.10 are gathered from each Director by the first regular board meeting of the Board Cycle, (g) constitute and chair the Governance Committee or designate the chair thereof, and (h) annually audit the permanent records of the Association kept in Annapolis and the copies thereof kept in Santa Fe.

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**13.2. Public Records of the Association.** The following records shall be kept and made available to all Alumni upon request:

- (a) The Articles of Incorporation, both certified copies from the State of Maryland and a conformed copy.
- (b) The By-Laws, including three previous sets of By-Laws.
- (c) This Code, including three previous sets of this Code.
- (d) The Guide to Practices, including three previous sets of this Code.
- (e) Tax returns, including the last six tax years.
- (f) Agendas for and minutes of all Annual and Special All-Alumni Meetings occurring within six years of the dates those meetings were held.
- (g) Agendas for and minutes of all Board meetings (except executive sessions) occurring within six years of the dates those meetings were held.
- (h) Short biographical descriptions of persons serving as Directors, Officers, and BVG representatives during their current terms of office.
- (i) Lists of Award of Merit recipients and of individuals made honorary alumni and of Volunteer Service Award recipients in perpetuity.
- (j) Any material specified by a Sub-Group as public records to be kept, along with the period of retention for those records.

Such records may be maintained in writing or in digital form.

**13.3. Non-Public Records of the Association.** The following records shall be kept but shall be made available only to Directors, and to such other individuals as the Board may determine:

- (a) Minutes of executive sessions of the Board occurring within six years of the dates those meetings were held.
- (b) Minutes of all meetings of the Executive Committee occurring within six years of the dates those meetings were held.
- (c) The written statements required by Section 9.10 for six years from the date they were signed.

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(d) Any material specified by a Sub-Group as non-public records to be kept, along with the period of retention for those records.

(e) All previous public records that are past their term of public access.

**13.4. Annual Review of Records.** The Secretary or their designee shall conduct an annual review of all records listed in Section 13 and maintained in digital form to ensure that those records continue to be readable for at least 10 years. Any records that the Board desires to keep for longer than ten years should be maintained in hard copy.

**13.5. Location of Records.** Digital copies of the official records of the Association shall be kept in a secure online repository owned by the Association. Official records of the Association shall be kept in the Alumni Relations Office on the Annapolis campus, with copies of all such records kept in the Alumni Relations Office on the Santa Fe campus.

### **Section 14 Notices to Alumni**

**14.1. Notices under the By-Laws.** All notices required under the By-Laws shall be provided in conformity with the By-Laws. Notices provided pursuant to Article XII, Section 2(c) of the By-Laws shall be both posted prominently on a website freely available to the members of the Association and sent by email (or the functional equivalent) to the electronic address recorded in good faith in the books of the College or the Association.

**14.2. Other Notices.** Any notices required to be provided under this Code or in the ordinary course of Association business shall be sufficient if sent by mail or electronically to the address on file in the records of the College or the Association. Notices by mail shall be considered to have been provided five business days after the date sent, and electronic notice shall be considered to have been provided on the date sent. Notice will be sufficient if sent by one of the methods specified above to all members in good standing for whom the Board has contact information, without any requirement that such notice be sent to all such members by the same method.

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APPENDIX I

Conflict of Interest Policy Acknowledgment Statement

I have read and understood the conflict-of-interest policy set out in Section 9.10 of the Code of Operating Resolutions of the Alumni Association of St. John's College, and I fully understand my obligations and responsibilities as outlined therein.

Check one:

\_\_\_\_\_ I certify that no conflict of interest or potential conflict of interest as set out in the policy currently exists.

\_\_\_\_\_ A conflict of interest or potential conflict of interest currently exists. The nature of the conflict or potential conflict is as follows:

Signed: \_\_\_\_\_

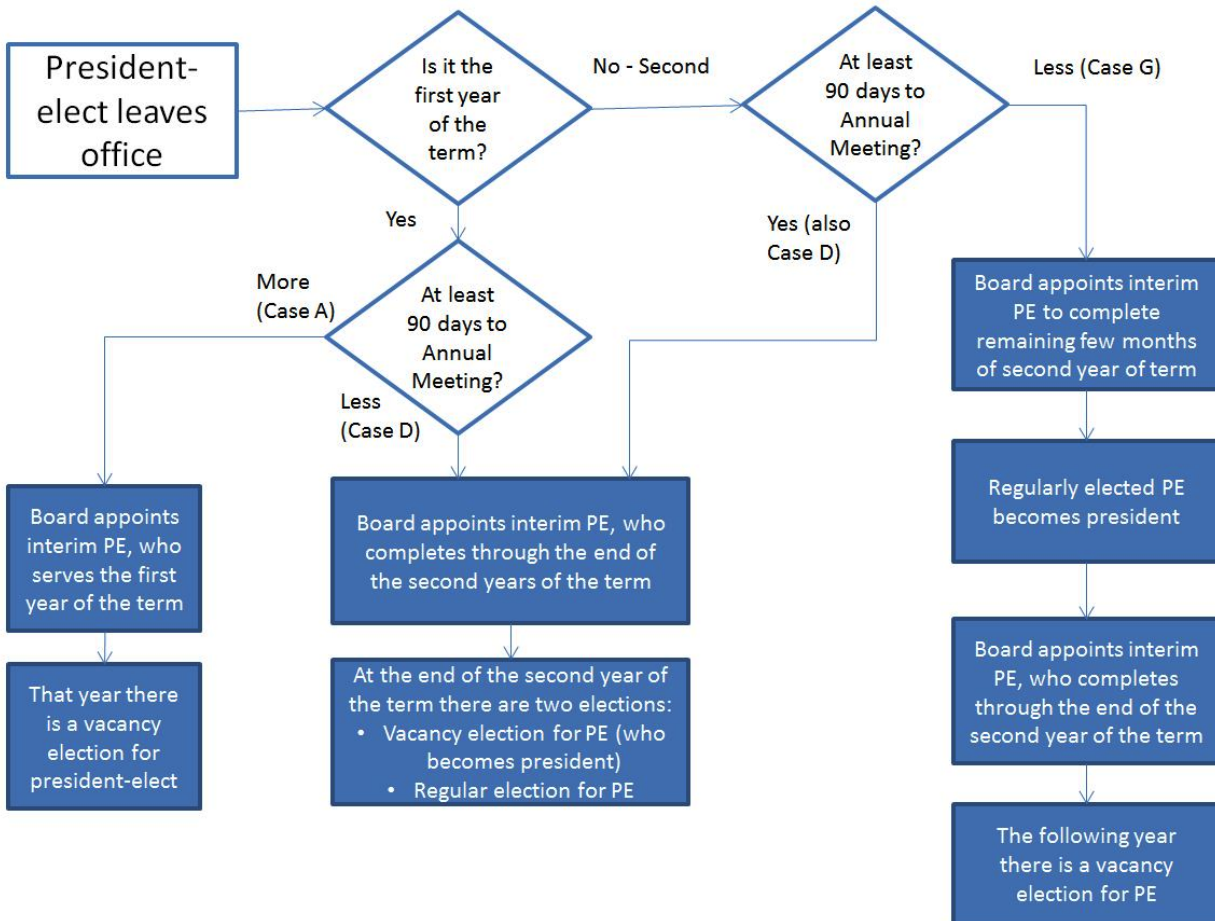
Print Name: \_\_\_\_\_

Date: \_\_\_\_\_

Return To: Secretary of the Alumni Association of St. John's College

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## APPENDIX II





# CODE OF OPERATING RESOLUTIONS OF THE ALUMNI ASSOCIATION OF ST. JOHN'S COLLEGE

