

USAID ALUMNI ASSOCIATION BYLAWS,
ADOPTED MAY 27, 2009, AND AMENDED MAY 16, 2013

Article I – General Provisions

Section 1. Name: The name of the Association shall be USAID ALUMNI ASSOCIATION. Use of the abbreviation UAA is authorized.

Section 2. Offices: The principal office of the UAA shall be at 1801 F Street, North West, Washington, D.C. The UAA may establish and maintain offices at any other place as the Board of Directors may establish from time to time.

Section 3. Records: All records of the UAA, including but not limited to Articles of Association, Bylaws, minutes of meetings of the Board of Directors, membership list, and financial records, shall be maintained at the Association's principal office.

Section 4. Fiscal Year: The fiscal year of the UAA shall begin on the first day of January of each year.

Section 5. Bylaws: The Board of Directors shall have the authority to enact Bylaws for the UAA.

Article II - Purposes

Section 1. General: The purpose of the UAA is:

- To harness the experience and expertise of the USAID alumni community for the purpose of providing sound and timely professional counsel and public education in support of U.S. foreign assistance to promote effective international development;
- To serve as an independent voice to support USAID and its development mission by facilitating professional development and the exchange of knowledge related to the effective use of foreign assistance;
- To foster a network of former USAID employees who wish to utilize their public service skills to promote international development, including in their current communities; and
- To provide opportunities for social interaction among the members.

Section 2. Nonprofit Character: The UAA is organized exclusively for charitable, educational, research, scientific, and social purposes, including, for such purposes, the making of distributions to organizations

or individuals. No Board member, officer, agent, or employee shall at any time receive or be entitled to receive any compensation or pecuniary profit from the operation of the Association or upon its liquidation or dissolution, except for reasonable compensation for services actually rendered to the UAA in effecting one or more of its purposes, or as a direct or indirect beneficiary of its said nonprofit purposes.

Article III – Membership

Section 1. Member Eligibility: Membership in the USAID Alumni Association (UAA) is open to all individuals who were formerly employed by the United States Agency for International Development or its predecessor agencies (e.g., International Cooperation Administration) for not less than eighteen months and who left the Agency in good standing. Former Presidential appointees, Civil Service employees, Foreign Service members (including Foreign Service Nationals), individuals who served under interagency service agreements (PASA, RASA), fellowship programs (e.g., Population Fellows), or personal services contracts are all encouraged to join the UAA.

Members of the Association are those individuals who meet the above eligibility criteria and who have made a financial contribution to the UAA for the current fiscal year equal to or exceeding the applicable amount suggested by the Board of Directors. A member who is re-employed by USAID may retain UAA membership so long as other conditions of membership are met, but may not serve as a member of the Board, as an Officer, or as a member of the Executive Committee of the Association during the period of re-employment by USAID.

Section 2. Rights of Members: All members of the UAA have the right to vote in elections for membership on the Board of Directors or in other official matters to be decided by vote of the members. Members are entitled to hold office if duly elected or appointed, and to receive all notifications pertaining to the official business of the Association. The Association will not share its mailing lists of members with outside parties.

Section 3. Contributions: The Board shall specify the minimum suggested annual contribution required for membership in the Association from time to time. The Board may specify multiple contribution levels in order to take into account factors such as differences in the current locations of former employees

Section 4. Associate Member Eligibility: Associate Membership is an eligibility category established to include individuals who do not meet the specific criteria for full UAA membership but who otherwise have provided service and support to USAID, remunerated or not, over a period of time which indicates commitment to the Agency's objectives. (e.g. widows, widowers, and former spouses or partners of USAID Alumni who were eligible for UAA membership.) Associate Members do not have voting privileges and are not eligible to serve on the UAA Board, but may directly participate on any of the established committees. The Board may extend eligibility for Associate Membership within the above definition. Associate member contribution levels will be at the lowest level of Membership contribution as established over time.

Article IV. Governing Body

Section 1. Number and Qualifications: The affairs of the UAA shall be governed by a seven-member Board of Directors consisting of two Co-Chairs, the Secretary, the Treasurer, and three additional Directors. The Board will be assisted by the chairs/co-chairs of the Association's operating committees. Together, the Board and the operating committee chairs/co-chairs will constitute an executive committee for the purpose of facilitating internal communication and participatory deliberations. All Board officers, directors, and executive committee members must be members of the Association. The Board may also designate advisors to assist it in legal, financial, communications, information technology, and other management and technical areas.

Section 2. Governing Powers and Duties: The Board shall have all the powers and duties necessary or appropriate for the administration of affairs of the UAA and may do all such acts and things as are not by law or by the Articles of Association directed to be done by members.

The duties of the Board shall include:

- a. Carrying out any necessary business of the Association between general membership meetings, which will be held annually.
- b. Selecting the chairs/co-chairs of the committees of the Association. The Board will monitor the activities of all committees and provide periodic reports on their activities to the membership of the Association. Each Board member will serve as a liaison to at least one of the UAA committees in order to assure that the interests of committees are represented on the Board and that the Board is informed of activities and issues relating to the committees
- c. Authorizing any matter to be submitted to a vote of the general membership of the UAA, including election of officers. The Board will also receive and consider petitions from the membership for matters to be submitted to a vote of the general membership of the Association.
- d. Authorizing, adopting, and publishing any rules or codes for the UAA not specifically at variance with these Bylaws or the Uniform Unincorporated Nonprofit Association Act of the District of Columbia.

Section 3. Term of Office: (a) Except as provided in subsection (b), each position on the Board will be filled by election to a two-year term and cannot be held consecutively for more than two terms.

(b) Exceptions to subsection (a) are as follows:

1. Of the five director terms scheduled to end in 2013 one will be filled for a one-year term so that in future even-numbered years three directors will be elected and in future odd-numbered years four directors will be elected, thus achieving greater continuity in Board membership from year to year.
2. If any position on the Board becomes vacant between annual elections, the Board will appoint a member of the Association to serve on the Board until the next election.

3. If necessary to preserve continuity in Board membership, the Board may provide for the election of a Director to be for a one-year term following the interim filling of a vacancy by appointment.

Section 4. Nomination and Election of Directors: An election of directors will take place each year. No later than six months following each annual election the Board shall appoint a Nominating Committee of three Board members, whose duty will be to solicit suggestions for nominees for Board positions scheduled to be filled at the next annual election. The Board will assure that Association members are informed in a timely manner of the opportunity to provide suggestions for nominees to the Nominating Committee.

Once the slate of nominees is finalized, the Board will disseminate to all Association members:

- a. the names and biographic information concerning the nominees, and
- b. election procedures, including opportunities for electronic voting prior to the annual general meeting and for voting in person at the annual general meeting.

Election results will be announced at the annual general meeting of the Association and the terms of office for newly elected Board members will begin on that date. The Board will promptly inform all Association members of the election results.

Section 5. Removal of Board Members: At any Board meeting duly called, any one or more of the Board members may be removed by a two-thirds majority vote of members of the Board.

Section 6. Compensation: Compensation shall not be paid to any Board member for service as a Board member. Board members may be reimbursed for actual expenses incurred on behalf of the UAA with the approval of the Board by majority vote.

Section 7. Meetings of the Membership: Meetings of the membership of the UAA will be of two kinds: regular annual meetings and special meetings. Regular annual meetings will be called at a time and place to be determined by the Board. Special meetings may be called by a Co-Chair with the concurrence of the Board or at the request of not less than 10 percent of UAA members.

The Board will disseminate notice of any meeting of the membership to all members of the UAA not less than 14 days in advance of the scheduled date of the meeting. A quorum for any meeting of the membership shall consist of either ten percent of the total number of members or 50 members, whichever is less.

Section 8. Board of Directors' Meetings:

- a. Meetings of the Board shall be held at least quarterly, at a time and place to be fixed by a CoChair.
- b. Special meetings of the Board may be called by a Co-Chair, or by not less than four other members of the Board. A Co-Chair or the Secretary will disseminate notice of any special meeting to each Board member not less than 48 hours before the meeting is scheduled to take place.

- c. Matters of urgency may be decided without a meeting by a recorded vote of a majority of the Board.
- d. At all meetings of the Board, regular and special, a simple majority of all Board members shall constitute a quorum for conducting business. In all recorded votes, a majority of all Board members shall constitute a quorum for the vote.

Article V. Officers

Section 1. Officer Positions: The officers of the UAA shall consist of two Co-Chairs, a Secretary, and a Treasurer. Officers shall be elected annually by a majority vote of the Board following each annual general meeting and election of Directors.

Section 2. Duties of Officers: The duties of officers of the UAA shall include the following:

- a. Each Co-Chair arranges and conducts meetings of the Board, Executive Committee, and the membership; acts a liaison between the UAA and the public; recruits individuals to serve in leadership positions of the UAA; assures that the Bylaws are upheld; and provides leadership direction to the Board.
- b. The Secretary creates and maintains a record of all meetings of the Board, Executive Committee, and the membership; gives, or causes to be given, required notices of all meetings; and, in general, exercises all powers and duties incident to the Office of the Secretary and such powers and duties as may be entrusted from time to time by a Co-Chair.
- c. The Treasurer manages all funds belonging to the Association; keeps and deposits the same; receives and disburses such funds; keeps required records, including records to document the continued eligibility of the UAA for continued status as a nonprofit charitable organization under section 501(c)(3) of the Internal Revenue Code.

Article VI. Activities

In furtherance of the purposes of the UAA, activities of the Association may include, but are not limited to, the following:

1. Sponsorship and participation in educational programs, speaking engagements, training and mentoring programs for USAID staff, and other programs that provide opportunities for sharing the experience and expertise of USAID alumni and enhancing the presence of the UAA in the development and foreign affairs community.
2. Research, analysis, and exchange of knowledge concerning current development issues and participation in studies, discussion groups, and publications relating to those issues.
3. Social events for USAID alumni that provide opportunities for networking, encouraging membership and active participation in the UAA, and renewing and maintaining contact with former professional colleagues.

Article VII. Fiscal Management

Section 1. Financial records and Accounts: Financial records and accounts of the Association shall be kept under the direction of the Treasurer.

Section 2. Execution of Financial Documents: All notes, contracts, and other financial documents approved by the Board shall be executed on behalf of the UAA by a Co-Chair (or a Co-Chair's designee), and all checks shall be executed on behalf of the UAA by the Treasurer or a Co-Chair.

Section 3. Use of Contributions: Contributions received by the UAA will be used to pay the operating costs of the Association.

Section 4. Approval of Expenditures: The Board will authorize all expenditures of the UAA.

Section 5. Disbursement of Assets at Dissolution: No member, Director, or officer of the UAA, or any private person shall be entitled to share in the distribution of any of the UAA's assets upon dissolution of the Association or winding up of its affairs. Upon such dissolution or winding up of affairs, after making provision for the payment of all liabilities of the UAA, all the remaining assets of the UAA shall be distributed for substantially similar uses and purposes to any organization which would then qualify for exemption under the provisions of section 501(c)(3) of the Internal Revenue Code or the Uniform Unincorporated Nonprofit Association Act of the District of Columbia.

Article VIII. Committees

Section 1. Operating Committees: The Board may establish operating committees for specific purposes. Membership on operating committees shall be voluntary and by self-selection. There is no maximum membership on an operating committee.

Operating committees in existence on May 16, 2013 were the following:

- a. Public Outreach Committee
- b. Development Issues Committee
- c. Strengthening USAID Committee
- d. Membership Committee.

Section 2. Management Committees: The Board may establish management committees for specific purposes and may designate individuals to serve on those committees. Management committees may carry out such functions as planning the annual meeting, identifying potential candidates for election, reviewing strategic plans, or auditing accounts. They shall report to the Board on the performance of their assigned responsibilities and make recommendations for Board decision or other action.

Article IX. Amendments to the Bylaws

Section 1. Amendment by the Board: These Bylaws may be amended by a two-thirds vote of the Board of Directors. Any change in the Bylaws shall be published to the members of the UAA.

Section 2. Proposal for Amendment by a UAA Member: Any member of the UAA may seek an amendment to the Bylaws by following these procedures:

- a. The specific proposed amendment shall be submitted in writing to a Co-Chair of the Association, signed by at least 25 UAA members.
- b. The Board of Directors shall vote on the amendment. A two-thirds majority of the Board is required to pass the amendment.

Article X. Definitions

The Uniform Unincorporated Association Act of the District of Columbia defines members of a governing board as managers. However, as permitted under the Act, members of the USAID ALUMNI ASSOCIATION Board are referred to as directors. Members of the Board of Directors who hold office are referred to as officers.