
USAID ALUMNI Association

BY LAWS

We the undersigned members/directors of the USAID ALUMNI ASSOCIATION (UAA) hereby establish the UAA's By-Laws, effective as of the date of the last signature below.

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, DC. 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. The Board of Directors shall have the authority to enact the By-Laws for the UAA.

Article II- Purpose

Section 1: 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;
- To provide opportunities for social interaction among the members.

Section 2: 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: Eligibility: Membership in the USAID ALUMNI ASSOCIATION is open to individuals who were formerly employed by the United States Agency of International Development or its predecessor agencies (e.g., ICA) for a least two years and who left the Agency in good standing. Former civil servants (career and non-career), members of the Foreign Service (career and non-career), Presidential appointees, Foreign Service Nationals (FSNs) and third-country nationals (TCNs) are all encouraged to join the UAA, as are former employees who were employed through inter-agency service agreements (PASA, RASA), fellowship programs (e.g. Population Fellows) and personal services contracts (PSCs). Members are defined as those who meet the eligibility requirements listed above, and who have paid the stipulated membership dues. Dues must be paid to retain membership. A member who is re-employed by USAID may retain membership so long as other conditions of membership are met, but may not serve as a member of the Board of Directors or as an Officer of the Association during the period of re-employment by USAID.

Section 2. Rights: All members have the right to vote for officers and on other official matters of the Association, to hold office if duly elected, and to receive all notifications pertaining to the official business of the Association. The Association will protect the privacy of its members by not providing its mailing list to outside parties.

Section 3. Dues: The annual membership dues shall be determined by the Board of Directors.

Article IV. Governing Body

Section 1: Number and qualifications: The affairs of the UAA shall be governed by a 7 member Board of Directors consisting of two Co-Chairs, Secretary, Treasurer, and 3 additional directors. The Board will be assisted by an executive committee consisting of the chairs/co chairs of the Association's select committees, and a legal advisor. All Board officers, directors, and committee members must be members of the association. In the event that any member of the Board of Directors is re-employed by USAID, that individual will resign from the board. This requirement will also apply to UAA's legal counsel.

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 exercised and 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 Coordinators or chairs of the UAA's select committees, the legal advisor, and any Special Project committees of the Association. The Board will monitor the activities of all Committees and provide periodic reports on their activities to the membership. Each board member will serve as a liaison to at least one of the UAA's committees to assure the interest of and information on those committees find representation on the Board.
- 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 and codes for the UAA not specifically at variance with the Bylaws of the association or the Uniform Unincorporated Nonprofit Association Act of the District of Columbia.

Section 3. Term of Office. Each position on the Board will be held for a two year term and cannot be held consecutively for more than two terms. The procedures for selecting officers shall be as set forth in Article V.

Section 4. Nomination and Election of Directors: Prior to UAA's initial annual membership meeting, to be held in Oct. 2009, the Board shall appoint a Nominating Committee of three members, whose duty shall be to solicit suggestions for nominees, and to prepare a slate of nominees for the 7 director positions from among those who have expressed a willingness to serve. An invitation to volunteer will be published in the Sept. and Oct. newsletters, which will be posted on the Association's web site, and volunteers will also be solicited during the general membership meeting. Once a slate of at least 7 names is finalized, The Nominating Committee shall have this slate emailed to all members in good standing at least 30 days before the election, which will be held in January of 2010. Members will vote for 7 Board positions. This election process will be repeated every other year.

Section 5. Vacancies. If any position on the Board becomes vacant, the Board will appoint a member of the Association to serve on the Board until the next general election.

Section 6. 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 7. Compensation. Compensation shall not be paid to Board members for their service in their capacity as Board members, or pursuant to any other contractual arrangements. However, Board members may be reimbursed actual expenses incurred by them in the performance of their duties, as approved by the majority of the Board.

Section 8. Membership meetings.

- a. A meeting of the membership of the UAA shall be called at a time and place to be determined by the Board of Directors. This meeting shall be known as the Annual Meeting.
- b. Special meetings of the membership may be called by the Co-Chairs with the concurrence of the Board of Directors, or at the request of 10 percent of the membership.
- c. Timely notice of membership meetings, whether regular or special, shall be given to all members of the UAA not less than 14 days in advance.
- d. A quorum for any meeting of the membership shall consist of either ten percent of the duly qualified members entitled to vote, or 50 members, whichever shall be less.

Section 9. Board of Director's meetings.

- a. Meetings of the Board shall be held at least once quarterly, at a time and place to be fixed by a Co-Chair. The physical presence of Board members shall be required at least in 3 of the 4 meetings. One of these meetings may be held via virtual or electronic means.
- b. Special meetings of the Board may be called by a Co-Chair, or by at least 4 other members of the Board, giving a minimum of 48 hours notice to each Board member. This notice shall state the time and purpose of the meeting.
- c. Matters of special urgency may be decided without a meeting by a recorded vote of a majority of the Board.
- d. At all meetings of the Board, whether regular or special, a simple majority of the Board shall constitute a quorum for the transaction of business. In all votes by recorded vote, such as via email, a majority of all Board members shall constitute a quorum for a vote.

Article V. Officers

1. Officer positions. The officers of the UAA shall consist of two Co-Chairs, a Secretary, and a Treasurer. Officers shall be elected bi-annually by a majority vote of the Board following each general election for the Board of Directors.
2. Duties of Officers.
 - a. Co-Chairs. Arranges and conducts officer meetings; acts as liaison between the organization and the public; recruits officers if a position is vacated between elections; ensures that the Bylaws are upheld.
 - b. Secretary. The Secretary shall act as Secretary at all meeting of the Board, shall give, or cause to be given, all required notices of meetings of the Board and members, shall record all meeting of the Board, and, in general, perform all duties incident to the Office of the Secretary, and have such other powers and duties as may be delegated from time to time by the Chair.
 - c. Treasurer. The Treasurer has charge of all funds belonging to the Associations; keeps on deposit the same; receives and disburses funds as required, including membership dues; keeps required financial records, and maintains other records required by law, including source and application records and records required for the Association to maintain its 501 (c) 3 status.
 - d. Other non- voting positions
 1. Legal advisor: This individual will advise the Board on all legal, conflict of interest, and ethical matters.
 2. Webmaster. This individual, who may or may not be a board member or committee chair, will maintain the Association's web site so that the information is current and relevant, will respond to information requests submitted to the site, and make sure all costs of maintaining the site are submitted to the Treasurer for payment.
 3. Membership coordinator. This individual, who may or may not be a board member or committee chairperson, will maintain the membership database, enter new members into the database, forward information to the Treasurer, send out a computer generated welcome letter to all new and returning members, actively seek to attract new members through networking, assist with membership drives, and devise new membership incentives.

Article VI. Activities

1. Volunteer Projects. The Association may engage in short-term volunteer projects as initiated by its membership and approved by the Board. Projects may include sponsorship, coordination and participation in educational and training programs for USAID officers.
2. Educational Programs. The Association shall endeavor to hold regular program gatherings featuring guest speakers.
3. Alumni Dinner. The Association shall endeavor to sponsor a social gathering once each year, in connection with the annual meeting. This event will provide an opportunity for networking, inviting members to participate in any on-going projects, and to serve on the Association's committees.

Article VII. Fiscal Management

Section 1: Fiscal Year. The fiscal year of the UAA shall begin on the first day of January of each year.

Section 2: Books and Accounts. Books and Accounts of the Association shall be kept under the direction of the Treasurer.

Section 3: Execution of Association Documents. With prior authorization of the Board, all notes and contracts shall be executed on behalf of the UAA by a Co-Chair or his or her designee, and all checks shall be executed on behalf of the UAA by the Treasurer, or a Co-Chair.

Section 4: Member dues will be used to pay the operating costs of the UAA.

Section 5: Approval of UAA expenditures. The Board will authorize all expenditures of the UAA.

Section 6: 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 UAA or winding up of its affairs. Upon such dissolution or winding up of affairs, after making provision for the payment of all the liabilities of the UAA, all of 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 provision of Section 501(c) 3 of the U.S. Internal Revenue Code or the Uniform Unincorporated Nonprofit Association Act of the District of Columbia.

Article VIII. Special Committees

Special committees may be formed for fixed periods of time for specific purposes as deemed necessary and appropriate by the UAA. Membership on committees shall be voluntary self-selection. There is no maximum membership on a committee. Current committees include but are not limited to:

- a. Public outreach committee
- b. Strengthening USAID committee
- c. Membership and Communications/Website committee
- d. Development Issues Committee

Article IX. Amendments to the Bylaws

1. 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.
2. 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 and signed by at least 25 members.
 - b. The Board shall vote on the amendment. A two-thirds majority is required to pass the amendment.

Article X. Definitions

The Uniform Unincorporated Nonprofit Association Act of the District of Columbia defines members of the Governing Boards as managers. However, as permitted under the Act, members of the USAID

ALUMNI ASSOCIATION's Board will be referred to as directors. Members of the Board of Directors, who hold office, are referred to as officers.

Article X

In witness whereof, we the undersigned as forming members and officers, have hereunto subscribed our names for the purpose of enacting these By-Laws to the USAID ALUMNI ASSOCIATION's Articles of Association, which were signed on

Hank Bassford

524 Harrison Circle
Locust Grove, Virginia 22508

Patrick C. Fine

2265 Compass Point Lane
Reston, Virginia 20191

W. Stacy Rhodes

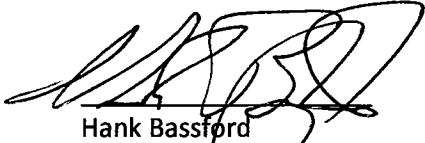
1400 N. Kenmore Street
Arlington, Virginia 22201

Aaron Williams

12825 Tournament Drive
Reston, Virginia 20191

Article X

In witness whereof, we the undersigned as forming members and officers, have hereunto subscribed our names for the purpose of enacting these By-Laws to the USAID ALUMNI ASSOCIATION's Articles of Association, which were signed on



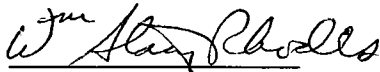
Hank Bassford

524 Harrison Circle
Locust Grove, Virginia 22508



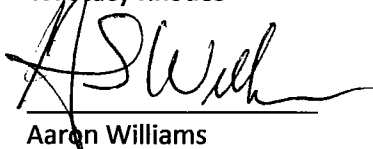
Patrick C. Fine

2265 Compass Point Lane
Reston, Virginia 20191



W. Stacy Rhodes

1400 N. Kenmore Street
Arlington, Virginia 22201



Aaron Williams

12825 Tournament Drive
Reston, Virginia 20191