BY-LAWS OF PENN ALUMNI

ARTICLE I. NAME AND AUTHORIZATION

The name of the organization is Penn Alumni. Penn Alumni was known as "The University of Pennsylvania Alumni Society" from 1998 to 2003 and as "The General Alumni Society of the University of Pennsylvania" from 1895 to 1998. The first meeting of The General Alumni Society of the University of Pennsylvania was held on June 12, 1895. The Charter of The General Alumni Society of the University of Pennsylvania was signed and sealed on May 22, 1897 and was recorded in the Office of the Recording of Deeds in and for the City and County of Philadelphia in Charter Book No. 23, page 27, on June 21, 1897.

ARTICLE II. NATURE AND REPRESENTATION

Penn Alumni shall represent the graduates of the University of Pennsylvania (the "University") and such other groups of individuals associated with the University as set forth in Article IV hereof (collectively "the Alumni") in their organized activities and non-academic relationships with the University. Penn Alumni shall have one governing body recognized by the University, its Board of Directors, described in Article VI hereof (the “Board of Directors” or “Board”). Penn Alumni shall be the accredited medium for the consideration, determination, and transaction of matters pertaining to the Alumni in their non-academic relations with the University, provided, however, that in certain instances, its Executive Committee described in Article VIII A (1), hereof (the “Executive Committee”) may act on behalf of Penn Alumni as set forth therein. Penn Alumni shall be recognized by the constituent or affiliated societies, classes, clubs, and affinity groups of the University as the accredited representative of these entities and of the Alumni as a whole.

ARTICLE III. OBJECTIVES AND PURPOSES

The objectives of Penn Alumni are to promote the interests and welfare of the University and the Alumni; to inspire, develop, and maintain the interest of the Alumni in the University; to promote educational opportunities through which Alumni may continue to engage with the University as their intellectual home throughout their lifetime; to help keep alive friendships, associations, and interests formed as students at the University; to foster giving to the University; to maintain close cooperation among students, Alumni, officers, and trustees of the University (the “University Trustees”); and to establish a medium through which the Alumni may engage with the University and support and advance the cause of higher education through the University, all of the foregoing to be consistent with the policies established by the University Trustees.

ARTICLE IV. MEMBERSHIP

Penn Alumni shall be composed of the following members:

1. All graduates of the University.
2. All recipients of honorary degrees from the University.
3. All past and present Trustees of the University whether or not they are graduates of the University.
4. All matriculants who have completed at least one year in good standing in a degree-granting program of the University.

5. Such other members as the Board of Directors may elect from the following: (a) past or present members of the University's administrative and teaching staffs; (b) holders of certificates or the equivalent from programs of the University, as such programs are recommended by a school of the University and approved by the Board or its Executive Committee, as described in Article VIII A (1), hereof; and (c) individuals from any other group or constituency related to the University.

ARTICLE V. OFFICERS, TERMS, AND ELECTIONS

Section A. Penn Alumni Officers. Penn Alumni shall have the following officers (individually referred to herein as "Officer" or collectively as "Officers"):  

1) President. The President of Penn Alumni (the “President”) shall serve as chairperson of Penn Alumni and of its Board of Directors and of the Penn Alumni Executive Committee and Nominations Committee, described in Article VIII A (1) and (3) hereof (the “Executive Committee” and “Nominations Committee”) and shall have general supervision over the affairs of Penn Alumni. The President shall be elected from among presently serving University Trustees, who are serving, or have served, as an Alumni Trustee, as set forth in Article X hereof, subject to the protocols governing membership on the Trustees’ Executive Committee. The Penn Alumni President shall serve on the University Trustees’ Executive Committee and may also be invited to serve on the University Trustees’ Nominating Committee, subject to the Statutes of the University. The President shall perform such other duties as are properly assigned by the Board, or as provided herein, and shall be an ex-officio member of all Standing and Additional Committees described in Article VIII A, B, and C hereof (the “Standing Committees” and “Additional Committees”).

2) Vice President(s). Penn Alumni shall have no fewer than two (2) and more than three (3) Vice Presidents.

3) Executive Secretary. The Executive Secretary of Penn Alumni (the “Executive Secretary”) shall be the University’s Assistant Vice President for Alumni Relations or such other employee of the University as is appointed to the position by the University. The Executive Secretary shall be responsible for the proper keeping of the records of Penn Alumni, shall attend the meetings of the Board and of the Executive Committee, and shall keep minutes of such meetings. The Executive Secretary shall perform such other duties as are properly assigned by the Executive Committee, or otherwise provided herein, and shall be an ex-officio member of all Standing and Additional Committees. The Executive Secretary shall not, however, be a voting member of the Board of Directors or of any Standing or Additional Committee. One or more assistant executive secretaries, who shall also have no voting rights, may be appointed at the discretion of the Board of Directors.

Section B. Terms and Elections. The President shall be elected by the Board of Directors from the candidate(s) recommended by the Nominations Committee in concert with the Office of the University Secretary to serve one (1) term of three (3) years commencing on July 1st of the same year in which the election is held and shall be eligible for re-election for up to two (2) additional one (1) year terms. The Vice President(s) shall be elected by the Board annually from the candidate(s) recommended by the Nominations Committee at the Board's Annual Meeting (as described in Article VI E, hereof) for a term of one (1) year commencing on July 1st of the same year in which the election is held, and shall be
eligible for re-election for up to four (4) additional one (1) year terms. Except as set forth in Section C of this Article V, the Board of Directors or its Executive Committee shall be able to fill vacancies among the Officers by appointment.

**Section C. Temporary Appointment and Succession of President.** In the event of death, absence, disability, suspension, or termination of the President, the remaining members of the Executive Committee, in concert with the Office of the University Secretary, shall appoint any one Vice President (or if no Vice President is able or willing to serve, then an alternate member of the Executive Committee) as a temporary successor to perform the functions of the President, but such temporary appointment shall be effective only until such time that a successor is nominated by the Nominations Committee in concert with the Office of the University Secretary and elected on a permanent basis. The meeting of the Executive Committee to appoint such temporary successor or substitute shall be chaired by the Executive Secretary or by such other designee as is appointed by the University. Concurrently with such meeting, the Executive Committee shall direct the Nominations Committee to work in concert with the Office of the University Secretary to identify the President’s successor.

**Section D. Term Limits.** Except for the Executive Secretary, no Officer shall serve for more than five (5) consecutive years in any given office. After five (5) consecutive years of service in the same office, an Officer must vacate such office for at least one (1) year, but may serve in another office of Penn Alumni, subject to the term limitations described herein.

**ARTICLE VI. BOARD OF DIRECTORS**

**Section A. Nature and Powers.** The Board of Directors, and in certain instances the Executive Committee, shall conduct the business of Penn Alumni pursuant to these By-Laws. Management and control of Penn Alumni shall be vested in the Board of Directors.

**Section B. Membership.** The Board shall be composed of the following members of Penn Alumni:

1) All members of the Executive Committee described in Article VIII, A (1) hereof including all current officers of Penn Alumni:

2) All past Presidents of Penn Alumni

3) President of the Alumni Class Leadership Council

4) All current and past Alumni Trustees of the University

5) Chairperson of The Penn Fund Executive Board

6) President of the Association of Alumnae

7) Chairperson of the Trustees’ Council of Penn Women

8) Chairperson of the Penn Alumni Diversity Alliance

9) President of the University of Pennsylvania Asian Alumni Network

10) President of the Association of Latino Alumni
11) President of the Black Alumni Society
12) Chairperson of PennGALA
13) Chairperson of The James Brister Society
14) Chairperson of Association of Native Alumni
15) Chairperson of the Regional Clubs Advisory Board
16) Chairperson of each Regional Advisory Board
17) President of yPenn
18) A representative from the Vice Provost for University Life Alumni Committee
19) A representative from the Penn Traditions Student Board
20) A representative from PRISM
21) A representative from the Athletics Board of Overseers
22) A representative of each of the official alumni organizations of the University’s undergraduate and graduate schools
23) A representative of each of the University’s centers which chose to be represented on the Board of Directors
24) If not otherwise designated as a Board Member, the chairperson of each of the Standing Committees and Additional Committees described in Article VIII hereof
25) Such other individuals as are recommended by the President and elected by the Board of Directors

In the event that any of the above organizations, groups, societies, or committees has more than one (1) chairperson, each of them shall serve as a member of the Board of Directors.

**Section C. Ex-Officio Members.** The following individuals shall be ex-officio, non-voting members of the Board of Directors:

1) The University’s Vice President of Development and Alumni Relations or such other designee as is appointed by the University
2) The University’s Assistant Vice President for Alumni Relations or such other designee as is appointed by the University
3) The University’s Director of the Penn Fund or such other designee as is appointed by the University
Section D. Term Limits. Except for the ex-officio members listed in Article VI C, hereof, no member of the Board of Directors shall serve for more than five (5) consecutive years in any given capacity. After five (5) consecutive years of service in the same capacity, such Board member must vacate his or her membership on the Board in such capacity for at least one (1) year, but may serve in a different capacity on the Board, subject to the term limitations described herein. Limited exceptions may be made at the discretion of the Penn Alumni President.

Section E. Meetings and Notice. Regular meetings of the Board of Directors shall be held at least three (3) times per year at such times and places as are determined in advance by the Board. At least one (1) regular Board meeting shall be held during Alumni Weekend, which meeting shall constitute the annual meeting of the Board (the “Annual Meeting”). If for any reason the Annual Meeting, or other scheduled meeting, cannot take place, however, it shall be adjourned to the next closest date at which a quorum can be present. Special meetings of the Board, including a postponed Annual Meeting, may be called by the President or upon written request of at least ten percent (10%) of the members of the Board. The Executive Secretary shall give at least ten (10) days advance notice of all regular and special meetings of the Board by printed or electronic communication. In the case of a special meeting, the notice shall specify the general purpose for which it has been called.

Section F. Quorum. Twenty (20) members of the Board of Directors shall constitute a quorum for the transaction of all Board business, and a majority of such quorum shall be sufficient to adopt any resolution of the Board. Each member in attendance shall have one vote regardless of the alumni group he or she represents.

Article VII. RECOGNITION OF ALUMNI ORGANIZATIONS

Section A. Criteria for Recognition. The Board or its Executive Committee shall have the authority to officially recognize University alumni organizations, such as alumni societies, constituencies, and diversity, affinity, and shared interest groups. “Shared Interest Groups” are groups of alumni who share common interests arising from, for example, their Penn co-curricular activities or professional career experience, and who desire to affiliate with each other as a subgroup of Penn Alumni. In order to be recognized as a Shared Interest Group and continue to be recognized as such, the goals and activities of such group must have a positive effect on the University. All alumni organizations, in order to be recognized and to continue their recognition, must meet the following criteria as determined by the Board:

1) The organization must petition the Board in writing seeking recognition
2) All of the organization’s members must be members of Penn Alumni
3) The organization must hold regular elections of officers and directors
4) The organization must have a purpose which relates to the University and hold regular functions at least once per year

Section B. Appointments. In the event there is no recognized school society for an alumni constituency, the President, with the advice of the Executive Secretary and the dean or director involved, shall appoint an alumnus of that school to serve a term of three (3) years as the representative of that constituency.
Section C. Standards for Continued Recognition. In the event that an alumni organization or Shared Interest Group fails to maintain the standards described in Section A this Article VII, the Board, by majority vote of those present at the meeting, may revoke the official recognition of such organization.

ARTICLE VIII. COMMITTEES

Section A. Standing Committees. Penn Alumni shall have the following Standing Committees:

1) Executive Committee. The Executive Committee shall consist of the current Officers, the President of the Alumni Class Leadership Council, the Chair of the Awards and Resolutions Committee as described in Section 2 of this Article VIII, and no fewer than two (2) or no more than three (3) additional Board members. The Executive Committee may operate with the full power of the Board of Directors between Board meetings provided that a quorum of five (5) members of the Executive Committee shall be present in person or by telephone. In no event shall the actions of the Executive Committee amend the By-Laws. Any action of the Executive Committee must be by a majority of those present. Decisions of the Executive Committee may be brought to the Board for reconsideration upon the request of no fewer than six (6) Board members not serving on the Executive Committee. The President shall serve as the Chairperson of the Executive Committee as set forth in Article V A(1) hereof.

2) Awards and Resolutions Committee. Except for the President who shall serve as an ex-officio member of the Awards and Resolutions Committee pursuant to Article V A (1) hereof, all members of the committee shall be former recipients of the Alumni Award of Merit and/or Young Alumni Award. The duties of the Awards and Resolutions Committee are to consider nominees and recommend candidates for the Alumni Award of Merit, Young Alumni Award, Student Award of Merit, and Penn Alumni Commendations as such awards are described in Article IX hereof, and to oversee the preparation of awards, commendations, and official resolutions of Penn Alumni.

3) Nominations Committee. The Nominations Committee shall consist of no more than eight (8) individuals who are current or former Alumni Trustees. No more than five (5) such individuals shall have served on the committee the previous year. The duties of the Nominations Committee are to: (a) work with the Office of the University Secretary to consider nominees and recommend candidates to the Board to serve as Alumni Trustees as described in Article X hereof; and (b) recommend candidates to the Board to serve as Officers. The President shall serve as the chairperson of the Nominations Committee as set forth in Article V A (1) hereof.

Section B. Establishment of and Changes to Standing Committees. The Board may establish additional Standing Committees as may appear to further the purposes of Penn Alumni, and may alter or terminate existing Standing Committees by resolution without the need to amend these By-Laws.

Section C. Additional Committees. The Board may establish, alter, and/or terminate, from time to time, such other Penn Alumni committees as may appear to further the purposes of Penn Alumni (the “Additional Committees”).

Section D. Appointment of Chairpersons and Members. Except for the Executive Committee and Nominations Committee for which the President serves as the chairperson, the President shall appoint for a one (1) year term each individual who shall serve as the chairperson of each of the Standing and Penn Alumni Committees. Members of each committee will be determined by the chair of
that committee, in concert with the President. As a part of their duties as a committee chair, each chairperson shall prepare a report of the work and progress of their committee’s activities at least two times within the University’s fiscal year as described in Article XI, hereof.

**Section E. Chairperson and Committee Member Term Limits.** No chairperson of any Standing or Additional Committee shall serve in such capacity for more than five (5) consecutive years. After five (5) consecutive years of service as a chairperson for the same committee, such chairperson must vacate the position for at least one (1) year, before becoming eligible for any reappointment, but may serve as the chairperson or as a member of a different committee, subject to the term limitations described herein, if so appointed. In addition, no committee member shall serve for more than five (5) consecutive years on any given committee; however, if such member is appointed chairperson of a committee during his or her service thereon, this limitation shall not apply. After five (5) consecutive years of service as a committee member for the same committee, a committee member may be appointed to serve on another committee, or after having vacated the position on the committee of most recent involvement for at least one (1) year, become re-eligible to serve on that same committee.

**Section F. Ex-officio Committee Members.** The University’s Vice President of Development and Alumni Relations or such other designee as is appointed by the University shall be, in addition to the Executive Secretary, an ex-officio, non-voting member of all Standing and Penn Alumni Committees. Term limits will not apply.

**ARTICLE IX. ALUMNI AWARDS**

**Section A. Alumni Awards.** Penn Alumni shall recognize outstanding service to Penn Alumni and the University with the following alumni awards. The selection process shall be led by the Awards and Resolutions Committee, described in Article VIII A (2) hereof:

1) **Alumni Award of Merit.** The Alumni Award of Merit, the highest award presented by Penn Alumni, recognizes outstanding service, over an extended period of time, to the University which has had a significant impact on the University. A candidates’ record of community service and professional accomplishment may be secondarily considered. Non-alumni, such as alumni parents and retired members of the University’s faculty and staff, are eligible to receive the Alumni Award of Merit. Trustees of the University are not eligible to receive the Alumni Award of Merit while serving as voting members of the University’s Board of Trustees.

2) **Young Alumni Award.** The Young Alumni Award recognizes outstanding service to the University and its alumni programs for a period of five (5) years at minimum prior to one's 16th reunion year. A candidate’s record of community service and professional accomplishment may be secondarily considered in the selection process.

3) **Student Award of Merit.** The Student Award of Merit recognizes graduating undergraduate students who have provided outstanding service to the University, which in combination with such students’ other activities and endeavors, strengthens and enhances the University.

4) **Penn Alumni Commendations.** Penn Alumni Commendations are presented to alumni who have been dedicated to a particular alumni program or programs, or to the University in general, over an extended period of time and in a way that significantly strengthens and enhances the University.
Section B. Nomination and Selection. The Awards and Resolutions Committee shall publish in one of Penn Alumni’s printed or electronic publications an invitation to the Alumni to suggest names of candidates for the Alumni Award of Merit and the Young Alumni Award. The Awards and Resolutions Committee shall meet to consider all suggestions and shall recommend to the Board up to four (4) candidates for the Alumni Award of Merit and up to two (2) candidates for the Young Alumni Award. The Awards and Resolutions Committee also considers nominees for the Student Award of Merit who have been proposed through a process managed by the University’s Office of Student Affairs. The Office of Student Affairs solicits nominations from matriculated undergraduate students, faculty, and staff for the Student Award of Merit, from which the Awards and Resolutions Committee shall recommend to the Board between three (3) and five (5) candidates annually. Awarding of Penn Alumni Commendations is at the discretion of the Awards and Resolutions Committee and the President.

Section C. Presentation. The Alumni Awards of Merit and the Young Alumni Awards are presented at the annual Alumni Award of Merit Gala, held during Homecoming Weekend. The Executive Committee may, however, set an alternate date for the presentation of these awards in any given year if in the interest of the University to do so. Attendance at the ceremony is a prerequisite for receiving these awards; however, limited exceptions may be made at the discretion of the Awards and Resolutions Committee. The Student Awards of Merit are presented on Ivy Day. Penn Alumni Commendations will be presented at a regional alumni event, if possible, or by way of a letter of congratulations from the President. The Awards and Resolutions Committee may make special presentations of any of Penn Alumni’s alumni awards.

ARTICLE X. ALUMNI TRUSTEES

Section A. Number and Term. In accordance with the Statutes of the University, there shall be fourteen (14) Alumni Trustees elected by the alumni from among the degree-holding alumni of the University, or such other number as may be established from time to time by the Statutes of the University. Alumni Trustees are selected from alumni residing throughout the world. Each Alumni Trustee shall serve one (1) term of five (5) years in such office. An Alumni Trustee may not succeed himself or herself in office, but may be elected to serve in another class of trusteeship. Penn Alumni plays an important role in the selection process for the University’s Alumni Trustees through the work of the Nominations Committee, through a process described in Section C of this Article X.

Section B. Duties and Responsibilities of Alumni Trustees. Each Alumni Trustee shall serve as a Trustee of the University and shall act in accordance with the Statutes of the University. Because Alumni Trustees are the directly elected representatives of the University’s alumni to the Board of Trustees, the Alumni Trustees, as a group, shall in general reflect the diversity of the University’s alumni. In addition to their responsibilities as University Trustees, Alumni Trustees shall, to the best of their ability:

1) Participate in the University’s alumni affairs and activities in the regions in which they reside

2) Cooperate with and be accessible to local alumni clubs, regional advisory boards, associations, other alumni organizations, and the leadership thereof in all University and alumni undertakings through periodic visits and correspondence

3) Assist the University's Office of Alumni Relations in organizing the alumni of the region in which they reside
4) Cooperate with committees appointed for the purpose of recruiting students for the University

5) Cooperate with representatives of Penn Alumni in all services for the University, including new student and fundraising activities

6) Cooperate with the University's Office of Career Services in its activities

7) Represent the University at events in the region in which they reside, including inaugurations of presidents of other colleges and universities

8) Attend at least one (1) of the three (3) meetings of the Penn Alumni Board of Directors and serve as an active member of the Penn Alumni Board

9) Attend Homecoming festivities, including the Alumni Award of Merit Gala, and attend Alumni Weekend and Commencement.

**Section C. Nominations and Elections.** Alumni Trustees shall be elected by the Board as follows:

1) The Nominations Committee shall publish in one of Penn Alumni’s printed or electronic publications, an invitation to the alumni to suggest names of candidates for Alumni Trustee positions. The Nominations Committee shall meet to consider all suggestions, and shall recommend names of qualified candidates for any vacancy to be filled to the Office of the University Secretary.

2) In considering candidates for nomination, the Nominations Committee, in concert with the Office of the University Secretary, shall make certain that the Alumni Trustees, as a group, in general, reflect the diversity of the University’s alumni. The Nominations Committee, along with the Office of the University Secretary, should also consider the size of the alumni population in the general geographic area in which a potential nominee resides. Best efforts shall be made to provide diverse and global alumni representation while also taking into consideration the characteristics cited in the document *Trustees of the University of Pennsylvania: Criteria for Nomination and Selection*, endorsed by the Trustees in 2001.

3) The names of recommended candidates, together with a short statement describing each recommended candidate’s University connection, shall be sent to each member of the Board of Directors at least fifteen (15) days before the meeting at which the Board of Directors is to vote on such recommended nomination(s). The Board of Directors, in accordance with such procedure as it may from time to time prescribe, shall select and nominate a candidate for each vacancy for the office of Alumni Trustee to be filled.

4) Any candidate or candidates so selected shall have discussed with a representative of the Nominations Committee the duties of the position, and confirmed their availability and willingness to stand for election. Nominations shall be announced
to alumni through a printed or electronic publication of Penn Alumni at least ninety (90) days prior to the election.

5) Not later than sixty (60) days prior to the election, additional candidates may be nominated by a petition requiring the signature of 1500 graduates of the University. The petition shall show, for each signer, his or her printed name, signature, school, and year of graduation. Any such additional candidate who wishes to stand for election and is therefore circulating a petition, shall attach a notarized statement attesting to the validity of the signatures and confirming his or her availability to serve.

6) In the event of a nomination or nominations under Section C (5) of this Article X, the names of the candidates so nominated shall then be placed on a ballot, together with the names of the candidates referenced in Section C (3) of this Article X. Ballots are to be distributed to all Board Members who attend the meeting at which the Alumni Trustees are to be elected. Ballots shall bear a notation of the number of candidates to be voted for. An impartial biographical sketch of each candidate, showing his or her school and year of graduation, residence, occupation, and other informative and appropriate data, shall be prepared by the Nominations Committee and shall be furnished with the ballot. The candidate for each vacancy who shall receive the largest number of votes, upon certification by the Executive Secretary of Penn Alumni and the Office of the University Secretary, shall become a member of the Board of Trustees for the particular term for which elected.

7) If only one (1) candidate has been nominated for an Alumni Trustee vacancy after all nomination procedures have been followed, including the right of nomination by petition, the Board may, by majority vote, declare that candidate elected, and it shall not be necessary to distribute ballots.

ARTICLE XI. FINANCES

Section A. Fiscal Year. The fiscal year of Penn Alumni shall begin July 1.

Section B. Dues. Penn Alumni shall not levy dues.

ARTICLE XII. AMENDMENTS

In order to amend these By-Laws, notice of the proposed amendment shall be announced in a printed or electronic publication of Penn Alumni at least thirty (30) days prior to the date of the meeting of the Board of Directors at which the amendment will be presented and voted on. These by-laws may only be amended by a vote of the Board of Directors at which a quorum is present.