

BYLAWS
of
THE ASSOCIATION of ALUMNI and ALUMNAE
of the MASSACHUSETTS INSTITUTE of TECHNOLOGY

Approved by the MITAA Board of Directors
on April 12, 2022.

ARTICLE I.
NAME

The official name of this Association is The Association of Alumni and Alumnae of the Massachusetts Institute of Technology (the “Association”). The Association may also be referred to as “The MIT Alumni Association.” Massachusetts Institute of Technology shall be referred to herein as the “Institute”.

ARTICLE II.
MEMBERS

The Association shall have such Alumni/ae Members, Associate Members, Honorary Members, and Affiliate Members with such privileges as specified in Appendix 1 “Membership Privileges and Qualifications.” Alumni/ae Members, Associate Members, Honorary Members, and Affiliate Members shall collectively be referred to as “Members.”

ARTICLE III.
BOARD OF DIRECTORS

Section 1. General Authority. The Board of Directors shall guide the business and affairs of the Association, in partnership with the Association Chief Executive Officer (“CEO”) and their staff and operating within the larger framework of stated MIT Policies put forth by the Institute.

Section 2. Number; Election; Chairperson. The Board of Directors shall consist of twenty (20) to twenty-five (25) directors, and shall be comprised of: (i) term directors (“Term Directors”) appointed by the Alumni Association Selection Committee in accordance with Article V, Section 2(e)(i)(2) below; (ii) the President of the Association (“President”), the President-Select of the Association, the two immediate past presidents of the Association, the chairperson of the MIT Annual Giving Board, and the CEO of the Association, each of whom shall serve *ex officio* (“*Ex Officio* Directors”) and, if the President chooses, (iii) one or two directors appointed by the President with the concurrence of the Board of Directors (“At-large Directors”). Term Directors will be appointed in accordance with the provisions of Article V, Section 2(e)(i)(2) below. The President shall serve as the chairperson of the Board of Directors.

Section 3. Term; Vacancies; Removal. Term Directors shall each serve for a three-year term, staggered so that approximately one-third of the directors’ terms conclude each year. At-large Directors shall each serve for a one-year term. No individual may serve as a Term Director for sequential terms. After one term of service, and then a break of at least one year, an individual may serve as a Term Director for a second term. This process of service and break from service may be repeated indefinitely. All terms shall commence on July 1 and end on June 30. If a

vacancy arises among the Term Directors, the President shall determine whether this vacancy needs to be filled. If it is determined that a vacancy needs to be filled, the Alumni Association Selection Committee shall have the power to fill the vacancy for the duration of the remaining term. Should the President resign or is unable to complete their term, the AASC shall select and confirm, with appropriate haste, a candidate to fulfill the remainder of the term. A Term Director may be removed for any reason by a vote of three-fourths of the Board of Directors.

Section 4. Meetings. The Board of Directors shall meet at least three times per year. Meetings of the Board of Directors may be held either in-person or virtually, from time to time, as shall be determined by the Board of Directors.

Section 5. Responsibilities of Directors. All Term Directors shall be responsible for staying informed about Association activities and exercising their best judgment on matters before them for the benefit of the Institute and the Association. Term Directors will be expected to serve on at least one committee, and to regularly attend meetings of the Board of Directors and such committee(s).

Section 6. Quorum; Required Vote; Participation in Meetings. A majority of the Board of Directors (i.e. 50% plus one), or committee thereof, shall constitute a quorum for the transaction of business at any meeting, and the act of a majority of the members present at any meeting at which there is a quorum shall be the act of the Board of Directors, or committee thereof, except as may be otherwise provided by these Bylaws or by the Constitution. In the case of a tie in a vote by the Board of Directors, the President shall decide the outcome of the vote. In the case of a tie in a vote by a committee, the chairperson of the committee shall decide the outcome of the vote. At the discretion of the President, Board of Directors meetings will take place virtually or in-person.

ARTICLE IV. OFFICERS

Section 1. Number. The officers of the Association shall consist of a President, a President-Select, a Chief Executive Officer, and such other officers as determined, from time to time, by the Board of Directors.

Section 2. President and President-Select. The Alumni Association Selection Committee shall appoint a President in accordance with the provisions of Article V, Section (2)(e)(i)(2) below. The President shall serve as the chairperson of the Board of Directors, shall set its agenda and shall lead Board of Directors meetings. The President shall also be responsible for overseeing Board initiatives and shall serve as the Association's representative on the Corporation of the Institute. The President shall serve for a term of one year, or until their resignation or removal by the Board of Directors. Each person selected to be President shall be selected at least one year in advance of assuming the position of President, and shall serve for one year as President-Select before assuming the role of President. The President-Select shall be responsible for learning the role of the President and considering long-term strategy issues in preparation for assuming the role of President.

Section 3. Chief Executive Officer. The Institute President appoints the CEO with the advice and consent of the Association Board of Directors. The CEO is a member of MIT's senior administration, under the ultimate authority of the Institute President, and shall be responsible for the day-to-day operation of the Association and for managing all Institute employees assigned to

the Association. The CEO works in partnership with the Board of Directors to set the vision and strategy of the Association.

ARTICLE V. COMMITTEES OF THE BOARD OF DIRECTORS

Section 1. Appointment of Committee Members and Chairpersons; Terms.

- (a) Membership on committees of the Board of Directors is an important means of encouraging broad and active participation by Members of the Association in its activities.
- (b) The President shall appoint the chairperson of the Alumni Association Selection Committee, in addition to the members of that committee who are elected in accordance with Section 2(e)(i)(2) below.
- (c) Except as otherwise provided in these Bylaws or the Constitution, the President-Select, with the concurrence of the Board of Directors, shall appoint the members of each committee of the Board of Directors from among the Members of the Association. The President-Select shall appoint the chairperson of each committee of the Board of Directors from among the members of that committee.
- (d) The President shall be an *ex officio* member of all committees of the Board of Directors other than the Finance Committee, the Alumni Association Selection Committee, the Awards Committee, and the Corporation Nominating Committee.
- (e) The CEO shall be an *ex officio* member of all committees of the Board of Directors other than the Alumni Association Selection Committee and the Awards Committee.
- (f) Except as provided in the Constitution, terms of service on committees shall be determined by the Board of Directors in its discretion from time to time, and terms shall be staggered where possible to allow for continuity.

Section 2. Standing Committees of the Board of Directors.

- (a) Finance Committee. There shall be a Finance Committee. The Finance Committee will review spending and performance against the Association's annual budget and will advise the Board of Directors on spending and budget issues.
- (b) Presidents' Committee. There shall be a Presidents' Committee consisting of the President, the President-Select, the immediate past president, the second past president, and the CEO. The Presidents' Committee will assist and advise the President as requested.

- (c) MIT Annual Giving Board. There shall be an MIT Annual Giving Board. The Annual Giving Board serves as an advisory committee that helps foster a culture of giving to MIT. The committee advises on strategic fund-raising matters and provides alumni/ae leadership to support the Institute's highest priorities. Contributions made through MIT annual giving are contributions to the Institute to be handled at the Institute's discretion subject to donor designation.

- (d) Program Committee. There shall be a Program Committee. The Program Committee shall advise the Board of Directors regarding the programmatic offerings of the Association, working closely with priorities of the President and the CEO.

- (e) Nominations Committees. There shall be a group of Nominations Committees consisting of four (4) separate but related committees. The Nominations Committees will undertake activities designed to identify, recruit and select alumni/ae for both leadership for the Association and recognition of alumni/ae volunteers. These activities will include outreach to and solicitation of nominations from the membership, alumni/ae organizations, Institute faculty, Institute administration, Association staff, and other organizations associated with the Institute.
 - (i) Standing Nominations Committees.
 - (1) Leadership and Talent Pipeline Committee. There shall be a Leadership and Talent Pipeline Committee (LTPC). The LTPC shall work closely with the MITAA community and assist the other Nominations Committees in identification, recruitment, recognition, and retention of alumni/ae volunteers.
 - (2) Alumni Association Selection Committee. There shall be an Alumni Association Selection Committee ("AASC") elected by the Alumni/ae Members of the Association. The election shall be conducted using the preferential voting method. The AASC shall select the Term Directors and the President, in its sole discretion. The AASC shall have at least six (6) elected members, all of whom are Members of the Association but none of whom are then Term Directors, plus a chairperson. The AASC chairperson shall be appointed by the President, shall be a past president of the Association and shall not vote on AASC business unless there is a tie. Elected members of the AASC shall not be eligible to serve on the Board of Directors of the Association for three (3) years from the end of their term on the AASC.
 - (3) Awards Committee. There shall be an Awards Committee which shall make recommendations to the Board of Directors for recipients of Association awards and for the establishment of new awards. To be eligible to serve on this committee, an individual must be a prior recipient of a Bronze Beaver award of the Association.

- (4) Corporation Nominating Committee. There shall be a Corporation Nominating Committee which shall (i) nominate candidates to serve on the Corporation of the Institute pursuant to the terms of the Institute's bylaws; and (ii) nominate alumni/ae to serve on Visiting Committees of the Corporation of the Institute. The Corporation Nominating Committee shall make its nominations directly to the Corporation of the Institute.

Section 3. Special Committees. In addition to the standing committees specifically provided for in these Bylaws, the President, in partnership with the CEO and with the concurrence of the Board of Directors, shall have the power to appoint additional committees in their discretion to carry out the mission of the Association.

Section 4: Committee Meetings. All committees listed in Section 2 and Section 3 shall meet in person or virtually, as determined by each committee chairperson, to ensure a thorough discussion when making its decisions.

ARTICLE VI. OTHER ALUMNI/AE COMMUNITIES OR GROUPS

Alumni/ae members of the Association residing in a given locality or having a special set of goals or interests may form an alumni/ae community or group, which, upon approval of the Board of Directors, shall be designated as a club or by another appropriate designation. Such groups shall operate within the larger framework of stated MIT Policies put forth by the Institute and the Association.

ARTICLE VII. COMMUNICATIONS

Section 1. Official Organ. The alumni/ae pages of *Technology Review* shall be the official printed publication of this Association. The Association's website (alum.mit.edu) shall be the official digital publication of this Association.

Section 2. Subscription. Every Alumni/ae Member and Honorary Member of the Association shall be entitled to receive an annual subscription to *Technology Review*, including the alumni/ae pages.

ARTICLE VIII. AMENDMENTS

These Bylaws, including its Appendix 1 "Membership Privileges and Qualifications," may be amended at any meeting of the Board of Directors by the act of two-thirds of the full Board of Directors, provided that at least ten (10) days prior written notice is given to each Term Director stating that the subject of amendment of the Bylaws will be voted upon and, if practicable, providing a copy of the proposed amendment.

ARTICLE IX.
BUSINESS PRACTICES AND GUIDELINES

The Business Practices and Guidelines of the Board of Directors and Committees of the MIT Alumni Association contains the operational aspects of the work of the Board and its Committees. The goal of the document is to ensure continuity and knowledge transfer both for the volunteers and the staff who partner with them. The guidelines for Board and other volunteers provided therein were established with consideration of the overarching policies of the Institute. The Business Practices and Guidelines expands upon the Association Bylaws but shall not modify or overrule any of the Bylaws' requirements or procedures, which are governing.