

# Arthur D. Little Alumni Association, Inc.

## By-Laws

Adopted by the Board of Directors, April 26, 2001

Amended October 2013

### Article I

#### Purpose

The purpose of the Arthur D. Little Alumni Association, Inc., hereinafter referred to as the Association, shall be to foster professional associations, networking, and social contact among those persons who were once employed with Arthur D. Little, Inc., or any of its subsidiaries prior to February 2, 2002, hereinafter referred to as ADL, and to perform and encourage the performance of services which further the best interest of the Association and its members.

### Article II

#### Membership

**2.1 Members.** ADL Alumni Association, Inc., shall have two classes of members. **General Members** include any interested person who had been employed with ADL or one of its subsidiaries wherever he or she resides upon approval of an application for membership submitted to the Association in compliance with such requirements as may be imposed by the Board of Directors of the Association, hereinafter referred to as the Board, and upon the payment of such dues as may be established by the Board. **Special Members** include spouses or other immediate family members of a former General Member, who, upon the death of a General Member submits an application for membership to the Association in compliance with such requirements as may be imposed by the Board and upon the payment of such dues as may be established by the Board. Final determination of eligibility of any individual for the Special Membership class shall be made by the Board. General Members and Special Members shall collectively be referred to as the Members.

**2.2 Dues.** The Board may determine, from time to time, the amount of an initiation fee, if any, and annual dues, if any, payable to the Association by its Members, and may determine the time, place, and methods of payment thereof.

**2.3 Meetings of the Members.**

**(a) Annual Meeting.** The Annual Meeting of the Members of the Association shall be held within the United States at such time and place as may be designated by the Board and stated in the notice of such meeting. The purposes for which the Annual Meeting is to be held, in addition to those prescribed by law, by the Articles of Organization, or by these By-Laws, may be specified by the Board in the notice of such meeting and shall include the election of Directors. If no Annual Meeting is held in

accordance with the foregoing provisions, a special meeting may be held in lieu thereof, and any action taken at such meeting shall have the same effect as if taken at the Annual Meeting.

**(b) Special Meetings (Distinct from Member Events).** Special meetings of the Members of the Association shall be held as often as may be deemed advisable for the proper transaction of business of the Association, and may be called at any time by the President. It shall be the duty of the Secretary, or of any other officer in the absence of the Secretary, to call a special meeting of the Members whenever requested in writing to do so by three or more Directors, stating the purpose of, and a proposed time and place for the meeting. The time and place of any special meeting shall be designated by the President or by the Board, or in the absence of such designation, by three or more Directors or other officer properly calling a special meeting in compliance with the foregoing provisions.

**(c) Notice of Meetings.** A written notice of the Annual Meeting of the Members of the Association stating the place, date, and hour thereof, and the purposes for which the meeting is to be held, shall be given to each Member by a person designated by the Board at least fifteen days before the meeting by mailing or emailing it addressed to each such Member at his or her address as it appears upon the records of the Association. A written notice of every special meeting of Members shall be given to each Member by a person designated by the Board at least five days before the special meeting by mailing or emailing the notice to each member at his or her address as it appears on the records of the Association.

**(d) Quorum.** A quorum at any Annual or Special Meeting of the Members of the Association shall consist of three Members.

**(e) Voting.** When a quorum is present, all matters brought before the meeting shall be decided by a majority of the Members present and entitled to vote, except where a larger vote of the Members is required by law, the Articles of Organization, or by the By-Laws of the Association.

**(f) Proxies.** Each Member entitled to vote may vote by a proxy duly appointed in writing dated not more than six months before the meeting named therein. Proxies shall be filed with any member of the Board of any adjournment thereof, before being voted. Except as otherwise limited therein, proxies shall entitle the persons named therein to vote at any adjournment of such meeting, but shall not be valid after the final adjournment of such meeting.

### **Article III Board of Directors**

**3.1 Powers.** The Board shall have the control and management of the activities, property, business and affairs of the Association and, unless the Board shall be specifically prohibited from taking any action(s) or unless the Board shall be specifically required to take any action(s) by a two-thirds vote of

the Members of the Association, the Board may exercise all the powers of the Association except as otherwise provided by law, the Articles of Organization, or the By-Laws of the Association.

The Board shall, pursuant to Article V, Paragraph 5.5, make, amend, and repeal such By-Laws as it deems proper for the government and administration of the Association.

The Board shall keep a record of its proceedings.

In the event of any vacancy in the Board, the remaining Directors, except as otherwise provided by law, may exercise the powers of the full Board until such vacancy is filled.

**3.2 Duties of Directors.** Directors shall, in good conscience, participate in the working operations of the Association's meetings, programs, and related activities. To the extent practical, each director shall each year assume leadership responsibility for one or more of the Association's programs or activities, or actively participate in one or more committees, programs, or activities of the Association.

**3.3 Nomination of Directors.** The Board of Directors shall nominate individuals to replace Directors whose terms have expired or Directors who have resigned. The Board may also, from time to time, solicit volunteers to serve on the Board.

**3.4 Election and Qualification of Directors.** Directors of such a number, not less than five or more than thirty, shall be elected by the Members. New Directors shall be elected at the Annual Meeting of the Members, provided that notice of the time and place of the Annual Meeting of the Members and notice of the nominations have been mailed to the Members at least fifteen days prior to the Annual Meeting of the Members; further provided that no person who is a disqualified person (as defined in Section 4946 of the Internal Revenue Code of 1986 or pertinent provisions of succeeding actions (the "Code")), as to the Association, other than merely by reason of being a foundation manager (as defined in Section 4946(b)(1) of the Code) of the Association, shall serve as Director.

**3.5 Term of Office of Directors.** The Board of Directors of the Association shall be elected by the Members as provided in Article II, paragraph 2.3(a) and consist of the Directors named in the Association's Articles of Organization and any additional Directors nominated and elected by the membership at the Annual Meeting. Each Director shall serve a term of three years or until his/her successor is appointed. Upon the death, resignation, or inability to serve, the remaining Directors may nominate and elect a successor Director by majority vote to serve out the term of the absent Director as provided in Paragraph 3.6 of this Article. To maintain continuity, the Directors' terms shall be staggered.

**3.6 Vacancies.** Any vacancy in the Board may be filled by a vote of the incumbent Directors. The qualifications for election to such vacancy shall be the qualifications for Directors set forth in these By-Laws. Vacancies filled in this manner shall be for the unexpired portion of the previous incumbent's term.

**3.7 Resignation of a Director.** Any Director may resign by delivering his or her written resignation to the President or Secretary. Such resignation shall be effective upon its receipt unless it is specified to be effective at some other time or upon the occurrence of some other event.

**3.8 Meetings of the Board.**

**(a) Meetings Generally.** The Board shall meet at least once a year, and at such other times as may be deemed advisable. All meetings shall be subject to the call of the President. Notice of such meetings shall be sufficient if mailed, emailed or telephoned to each Director at his or her business or home. A regular meeting of the Board may be held without a call or notice at the same place as the Annual Meeting of Members, or the special meeting held in lieu thereof, preceding or following a meeting of Members.

**(b) Quorum for a Meeting of the Board.** A quorum at any meeting of the Board shall consist of not less than 33% of the incumbent directors.

**(c) Action at a Meeting of the Board.** At any meeting of the Board at which a quorum is present, a vote of the majority of those present on any matter, shall be sufficient to decide a matter, unless a different vote is specified by law, the Articles of Organization, or by the By-Laws of the Association.

**(d) Telephonic Attendance at Meetings.** Members of the Board, or of any committee designated thereby, may participate in any meeting of the Board or such committee by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

**(e) Action of Board by Consent.** Any action by the Board may be taken without a meeting, by means of email or by actions outlined in (d) above. Such consent shall be treated as a vote of the Board for all purposes.

**Article IV  
Officers**

**4.1 Enumeration.** The officers of the Association shall consist of a President, a Treasurer, and a Secretary. All officers shall hold office for their respective terms and until their successor is elected and qualified.

**4.2 Nomination and Election of Officers.** The Board of Directors shall nominate and elect the officers of the Association from among the Directors and prescribe the term, powers, and duties of each.

**4.3 Term of Office of Officers.** Officers shall hold office at the pleasure of the Board of Directors.

**4.4 Resignation of an Officer.** Any officer may resign by delivering his or her written resignation to the President or to the Board if the resignation is of the President. Such resignation shall be effective upon receipt unless it is specified to be effective at some other time or upon the occurrence of some other event.

**4.5 Vacancies.** Any vacancy in any elected office may be filled by a vote of the Board. The qualifications for election to such vacancy shall be the qualifications for Directors set forth in these By-Laws.

**4.6 Presidential and Officer Duties and Powers.** The President shall direct the overall activities of the Association and shall preside as Chairman of the Board. In addition thereto, the powers and duties of the President and the other enumerated officers shall include, without limitation, the following:

- (a) **The President** shall be the Chief Executive Officer of this Association. The President shall preside at all meetings at which that officer is present. The President shall discharge such other duties as may be required by the Board. The President shall be responsible for the active executive management of this Association under the direction of the Board and implement the work and policies of the Association as established by the Board. The President and Treasurer shall review all contracts for the appropriation of funds and shall determine if a discussion with the Board is warranted via email, telephone, or at meetings of the Board. The President shall be responsible for the execution of the full details of the various programs which shall be determined from time to time by the Board. The President shall sign or countersign all instruments that require that officer's signature, and shall make such reports and perform such other duties incident to his or her office as are required by the Board.
- (b) **The Treasurer**, subject to such provisions as may be made from time to time by the Board, shall have the custody of all moneys, funds, securities, contracts, deeds of trust, leases, and deeds of the Association, and shall keep proper books of account thereof, which books shall be open to inspection by each Director. The Treasurer shall deposit the moneys and securities of the Association in such depositories and on such terms and conditions as the Board may direct, and when so deposited, the Treasurer shall not be personally responsible for their safekeeping. The Treasurer shall render such reports relating to the moneys, funds, securities, investments, and fiscal affairs of the Association as may be required of the Treasurer from time to time by the Board. The Treasurer shall sign or countersign checks, securities, contracts, and other instruments as require that officer's signature, and shall perform all duties incident to the office or that are properly required by the Board. The Treasurer shall not pay out any money except for reimbursement of legitimate expenses paid by Directors, invest any funds, transfer or dispose of any securities or other property, excepting on the authorization of the Board. Subject to such limitations as the Board may impose, the duties of the Treasurer may be discharged, and the books and records kept by a Director designated by the President acting under the

Treasurer's direction.

- (c) **The Secretary** shall have the duty of keeping, or causing to be kept, accurate records of all members of the Association. The Secretary shall collect dues, subject to such other rules as shall be adopted by the Board. Such records will be kept solely by the Association. The Secretary shall perform such duties and have such powers additional to the foregoing, as the Board shall designate.

## **Article V**

### **Miscellaneous Provisions**

**5.1 Fiscal Year.** Except as from time to time otherwise determined by the Board, the fiscal year of the Association shall be the twelve months ending the last day of December in each year.

**5.2 Execution of Instruments.** Contracts, bonds, notes and other obligations authorized to be executed by an officer of the Association on its behalf shall be signed by the President or a Director designated by the Board.

**5.3 Association Records.** The original or attested copies of the Articles of Organization of the Association, of the By-Laws, records of all meetings of the Board and the Annual Meeting of the Members, and the records which shall contain the names and addresses of all Members shall be kept at the principal office of the Association or at such location as the Board may determine.

**5.4 Articles of Organization.** All references in these By-Laws to the Articles of Organization shall be deemed to refer to the Articles of Organization of the Association in effect and as amended from time to time.

**5.5 Amendments.** The Board may make, amend, or repeal the By-Laws of the Association in whole or in part (except with respect to any provision thereof which by law, by the Articles of Association, or of the By-Laws of the Association requires action by the Members) by a majority vote at any meeting, without previous notice to the Membership of the Association. However, prior notice of not less than ten days shall be given to the Directors. Following the making, amending, or repealing by the Board of any By-Laws, notice thereof stating the substance of such change shall be given to all Members not later than the time of giving notice of the next meeting of Members.

**5.6 Liability Members.** Nothing contained in these By-Laws shall make Members of the Association in any classification whatsoever partners for any purpose. No Members, officer, Director, employee or agent of the Association shall be liable for the acts or failure to act on the part of any other Members, officer, Director, employee or agent of the Association. Nor shall any Member, officer, Director, employee or agent be liable for his or her acts or failure to act under these By-Laws, excepting only acts or omissions to act arising out of his or her willful negligence.