

BYLAWS  
OF  
HEIDELBERG ALUMNI U.S.  
AND FRIENDS  
OF HEIDELBERG UNIVERSITY  
ADOPTED BY  
THE BOARD OF DIRECTORS  
OF  
HEIDELBERG UNIVERSITY ASSOCIATION INC.  
AS OF  
2 SEPTEMBER 2008

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## **ARTICLE I**

### **Organization**

1.01 **Identity of HUA.** The Heidelberg University Association Inc. (hereinafter “HUA”) is a Delaware not-for-profit corporation qualified to do business in the State of New York. It is a tax-exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (hereinafter “Code”).

1.02 **Purposes of HUA.** The purposes of HUA are set forth in Article Third of the Certificate of Incorporation of HUA, as it may be amended from time to time. In addition, the Board of Directors of HUA (hereinafter “Board of Directors” or “Board”) may from time to time adopt policies and procedures and practices in connection with the implementation of such purposes.

1.03 **Identity of HAUS.** Heidelberg Alumni U.S. and Friends of Heidelberg University (hereinafter “HAUS”) is an operation of HUA established by the Board of HUA to accomplish the purposes set forth below in Article II hereof and may be disbanded at any time by vote of the Board of HUA.

## **ARTICLE II**

### **Purposes**

2.01 The purposes for which HAUS is organized and operated are to engage in those purposes and activities set forth below, and such other purposes as the Board of Directors of HUA may determine from time to time:

A. To encourage and foster activities having the purpose of supporting various programs or goals or objectives of the Ruprecht-Karls-Universität Heidelberg (hereinafter, “University”) through the promotion of the long-term improvement of alumni relations with the University, to wit by (i) providing a forum for maintaining personal and professional contacts with alumni of the University in North America and other areas in the world and (ii) strengthening the relationship and contact between alumni and friends of the University located in the United States on the one hand and the University and Heidelberg Alumni International on the other hand.)

B. To publish a periodic newsletter reporting the activities of HUA, HAUS and Heidelberg Alumni International as well as other topics within the broad scope of the purposes of HUA and HAUS.

Activities promoting the long-term improvement of alumni relations with the University as listed in this Article II are merely incidental to the purposes stated in the Certificate of Incorporation of HUA, which have as their basic objective the advancement of the University’s interests.

2.02 It is intended that all activities of HAUS shall be such charitable, educational, and scientific activities as may qualify for exemption from federal income tax under Section 501(c)(3) of the Code.

### **ARTICLE III**

#### **Offices**

The offices of HAUS shall be located at the offices of HUA, either within or without the State of New York or the State of Delaware, as such offices of HUA shall be established and maintained by the Board of Directors.

### **ARTICLE IV**

#### **Membership**

4.01 **Qualifications.** The following individuals shall be eligible, upon payment of the requisite contribution to HUA (as such requisite contribution amount is established by the Board of HUA from time to time) and compliance with any additional requirements for membership imposed by the Board of Directors of HUA, to become members of HAUS:

- (i) Persons who have studied at the University, regardless of whether they have been awarded a degree by the University;
- (ii) Persons who have conducted research or taught or worked at the University, regardless of duration;
- (iii) Parents of any of the foregoing; and
- (iv) Any other person who has made the requisite contribution to HUA and complied with the requisite additional requirements imposed by the Board of Directors, and who wishes to become a member of HAUS.

4.02 **Privileges of Membership.** Each member of HAUS shall enjoy such privileges and rights of membership as may be established by the Board of Directors of HUA from time to time, provided, however, that the members of HAUS shall not have the right to vote in regard to the election of officers and directors of HUA or HAUS or on any other matter within the competence of the Board of Directors of HUA.

4.03 **Term of Membership.** The term of membership shall be annual, for the fiscal year of HUA, but may be renewed from year to year upon making the requisite annual contribution and complying with any other requirements for membership imposed by the Board of Directors.

4.04 **Resignation.** Any member of HAUS may resign at any time by delivering a written resignation to the Executive Director of HUA. Such resignation shall be effective upon its receipt by HUA. Membership contributions for the year are forfeited upon resignation.

4.05 **Termination.** The membership of any member may be terminated at any time at once upon an affirmative vote of the majority of the members of the Board of Directors of HUA or of the members of the Leadership Committee of HAUS.

### **ARTICLE V**

#### **Leadership Committee**

5.01 **Powers and Duties.** The Board of Directors may establish and maintain a Leadership Committee of HAUS (hereinafter “Leadership Committee” or “Committee”), whose purposes and

activities shall include the following, as well as any other purposes and activities which the Board of Directors of HUA may establish from time to time:

- (i) Serve as a liaison between the membership of HAUS and the Board of Directors of HUA;
- (ii) Consult with and render advice to the Executive Director of HUA in regard to certain external programs and activities of HUA, such as relations with other universities and student or faculty recruitment programs;
- (iii) Organize, in coordination with the Executive Director, programs and events for the membership of HAUS;
- (iv) Conduct programs, events and activities with the any Regional Liaisons of HUA throughout the United States;
- (v) Report regularly to the Board of Directors of HUA and the Executive Director on the past and planned events and programs of HAUS.

5.02 Number. The initial members of the Committee shall be seven (7) persons, of which (i) one will be the Executive Director, serving *ex officio*, and (ii) the remaining six (6) shall be elected by the Board of Directors of HUA. The number of members may be increased or decreased by amendment of these Bylaws. Generally, however, the number of members of the Committee shall be no fewer than four (4) nor more than thirteen (13). No reduction in the number of members of the Committee shall have the effect of shortening the term of any member in office at the time such amendment becomes effective.

5.03 Election of Committee Members. The Executive Director shall serve on the Committee and be a voting member thereof while in office. All other members of the Committee shall be elected by the Board of Directors of HUA for a term of three (3) years, except that, in regard to the original election of members of the Leadership Committee, two (2) members shall be elected for a term of one (1) year, two (2) members shall be elected for a term of two (2) years, and two (2) members shall be elected for a term of three (3) years.

5.04 Qualifications. Except for the Executive Director, membership in HAUS is a prerequisite for all members for the Committee. Members of the Committee need not be residents of the State of New York. A Committee member may succeed himself or herself in office, but no member of the Committee other than the Executive Director may serve for a period of more than six (6) consecutive years.

5.05 Resignation. Any Committee member may resign at any time by giving written notice of his or her resignation to the Executive Director or the Board of Directors. Unless otherwise specified in such notice, the resignation shall be effective upon delivery.

5.06 Removal. Any Committee members may be removed by an affirmative vote of a majority of the members of the Committee or the Board of Directors of HUA.

5.07 Vacancies. A vacancy in the Committee shall be filled by a majority vote of the Board of Directors.

5.08 Meetings. The Committee shall hold an annual meeting and may hold additional regular or special meetings, either within or without the State of Delaware or the State of New York. All directors and officers of HUA are invited to participate in all meetings of the Leadership

Committee.

5.09 Annual Meeting. The annual meeting of the Committee shall be held immediately following the annual meeting of the Board of Directors of HUA, and no notice of such meeting shall be necessary to the Committee members in order to legally constitute the meeting, provided a quorum is present.

5.10 Other Meetings. Additional regular or special meetings of the Committee may be held, at such times and places as may be established by resolution of the Committee, and any special meeting may be called for such date, time and place as determined by the Chairman of the Committee or by the Executive Director of HUA.

5.11 Notice. Notice of the time, day and place of any special meeting of the Committee shall be given at least three (3) calendar days previous thereto via written, verbal or electronic means. The purpose or purposes for which a special meeting is called shall be stated in the notice thereof. Any Committee member may waive notice of any meeting. The attendance of a Committee member at any meeting shall constitute a waiver of notice of such meeting, except where attendance is for the express purpose of objecting to the call or convening of the meeting.

5.12 Quorum; Manner of Acting; Adjournment. At all meetings of the Committee, the actual presence of a majority of the Committee members then in office shall constitute a quorum for the transaction of business, and the affirmative vote of a majority of the Committee members present at any meeting at which there is a quorum shall be the act of the Committee, except as may be specifically provided herein. Each member of the Committee shall have one vote. Voting by proxy is not permitted. If a quorum is not present at a meeting of the Committee, the Committee members present may adjourn the meeting until a quorum is present.

5.13 Meetings by Telephone. The members of the Committee may participate in a meeting by means of a conference telephone or similar communications equipment by which all Committee members participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at such a meeting.

5.14 Reimbursement. Members of the Committee shall receive no compensation for their services but, by resolution of the Board of Directors of HUA, may be reimbursed for reasonable expenses paid while acting on behalf of HAUS.

## **ARTICLE VI**

### **Officers/Chairs**

6.01 Officers/Chairs. The officers of HAUS shall be elected from the membership of the Leadership Committee and shall be a Chairman, a Vice-Chairman, a Secretary and such other officers as may be determined by the Board of Directors of HUA. Such officers shall be appointed annually by the Board of Directors at the annual meeting of the Board. No person shall simultaneously hold more than one (1) office of HAUS.

6.02 Terms of Office. Each Officer shall serve from his or her election until the following annual meeting of the Board of Directors of HUA or until his or her successor shall be elected and qualified, subject to his or her earlier resignation or removal. A vacancy in any office shall be filled by the Board of Directors of HUA, for a term expiring at the next succeeding annual meeting of the Board of Directors of HUA.

6.03 Chairman. The Chairman shall preside at all meetings of the Committee, and shall serve as the principal liaison between the Committee and the Board of Directors. The Chairman shall attend all meetings of the Board of Directors as a non-voting member of the Board of Directors unless he shall have been elected to serve as a full member of the Board of Directors, in which event he or she shall have the right to vote.

6.04 Vice Chairman. The Vice Chairman shall function as the Chairman in the absence or unavailability of the Chairman.

6.05 Secretary. The Secretary shall (a) see that all notices are duly given in accordance with these Bylaws; (b) keep, or cause to be kept, in books provided for the purpose, minutes of the meetings of the Committee, and of each subcommittee ; (c) sign such instruments as require the signature of the Secretary; (d) compile and maintain a journal of activities of HAUS; and (e) in general perform all the duties as from time to time may be assigned to him or her by the Committee. All of the foregoing is to be carried out in cooperation with the Board of Directors of HUA and the Executive Director.

6.06 Resignation. An officer may resign at any time by giving written notice of his or her resignation to the Board of Directors of HUA or the Executive Director.

6.07 Removal. An officer may be removed by affirmative vote of a majority of the members of the Committee or the Board of Directors of HUA.

6.08 Reimbursement. Officers shall receive no compensation for their services but, by resolution of the Board of Directors of HUA, may be reimbursed for reasonable expenses paid while acting on behalf of HAUS.

## **ARTICLE VII**

### **Subcommittees**

7.01 Creation of Subcommittees. The Committee, by resolution adopted by majority vote of the members of the Committee, may designate and appoint such committees to facilitate the business of HAUS as the Committee deems necessary and appropriate. Any such subcommittee shall consist of two (2) or more members of the Committee. A Chairperson for each subcommittee shall be specified in the resolution creating it and the Chair shall have the power to convene and conduct subcommittee meetings. Any member of any subcommittee may be removed at any time by the Committee or by the Board of Directors.

7.02 Term of Office. Each member of a subcommittee shall serve as such until his or her successor is appointed and qualified, unless the subcommittee shall be sooner terminated, such member resigns or is removed from such subcommittee, or such member shall cease to qualify as a member thereof.

7.03 Vacancies. Vacancies in the membership of any subcommittee may be filled by appointments made in the same manner as provided in the case of the original appointments.

7.04 Quorum and Manner of Acting. Unless otherwise provided in the resolution of the Board of Directors designating a subcommittee, a majority of the whole subcommittee shall constitute a quorum, and the act of a majority of the members present at a subcommittee meeting at which a quorum is present shall be the act of the subcommittee.

7.05. Rules. Each subcommittee may adopt rules for its own governance not inconsistent with these Bylaws or with rules adopted by the Board of Directors.

## **ARTICLE VIII**

### **Amendments to Bylaws**

These Bylaws may be amended by affirmative vote of a majority of the members of the Board of Directors of HUA.