



**BY-LAWS
OF
THE MEDICAL & BIOLOGICAL SCIENCES ALUMNI ASSOCIATION**

1. Mission Statement

The mission of the Medical and Biological Sciences Alumni Association is to support the Division of the Biological Sciences and Pritzker School of Medicine of the University of Chicago by providing activities that engage alumni in the life of the school. The MBSAA strives to develop a culture and programs that foster alumni engagement with students, faculty, and leaders; create a community of volunteers, ambassadors, advocates, and mentors; encourage and support future generations of alumni leaders; and encourage lifelong philanthropic support.

2. Definitions, Purposes, Powers, and Limits

2.1. Definitions. The terms set forth below shall have the following meanings unless otherwise required by the context in which they are used:

2.1.1. MBSAA or the Association: The name of this organization is the University of Chicago Medical & Biological Sciences Alumni Association (“MBSAA” or the “Association”).

2.1.2. Council or Alumni Council: The governing body of the Association.

2.1.3. Executive Committee: The elected leadership group of the Alumni Council, as described in Section 5.3.

2.1.4. Senate: The ratifying body of the Association.

2.1.5. Officer(s) of the Association: One or more of the positions as described in Section 4.3.

2.1.6. By-Laws: The By-laws of the Association.

2.1.7. Annual Meeting: The Annual Meeting of the Alumni Association, formerly referred to as the Alumni Senate Meeting.

2.1.8. Majority. In excess of 50 percent of the applicable total number.

2.2. Statement of Purpose. The Association is organized exclusively for charitable, educational, and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue

Code of 1986, as amended (“Code”) or the corresponding provision of any future United States Internal Revenue Code.

2.3. Fiscal Year: The fiscal year of the Association will be the same as that of the University of Chicago, currently July 1 through June 30.

3. Membership and Benefits

3.1. The Association offers two primary Membership categories, Membership and Associate Membership, as well as an Honorary Membership category.

3.2. Members include those who have received an M.D., Ph.D., or S.M. degree from the University of Chicago Division of the Biological Sciences, or who have received an M.D. degree from Rush Medical College through 1942.

3.3. Associate Members are current students, non-degreed alumni (those who earned credit from the University of Chicago Division of the Biological Sciences and/or the Pritzker School of Medicine but did not complete their degree); those individuals who have accepted appointment to, or have served as, clinical house staff of the University of Chicago Medicine; and current and former faculty who have accepted an academic appointment (including research associates, postdoctoral researchers, and fellows) in the Division. Associate Members shall have all the privileges as shall be designated by the Association. Associate Members may attend Annual Meetings, vote in elections, be elected as members of the Alumni Council, and serve on Committees. Associate Members, however, cannot be elected Officers or serve as Committee Chairs.

3.4. Honorary Membership may be awarded by the Executive Committee of the MBSAA Alumni Council. Honorary Members have the privileges of Associate Members.

4. Governance of the Association

4.1. Council: The Association is governed by the Alumni Council (the “Council”). The Council sets policy for the Association and advises the Trustees and Officers of the University and Medical Center on matters of interest and concern to medical and biological sciences alumni. The duties of the Council shall include:

- Establishing policy, formulating plans, and initiating activities;
- Acting upon recommendations from the Senate;
- Electing a President and/or Vice President in the event of a vacancy in the office (per Section 4.3.5);
- Appointing Honorary Members;
- Receiving the report of the Nominating Committee; and
- Performing such other duties as appropriate.

4.1.1. Composition: The Council shall consist of at least 20 and no more than 35 voting members, to include:

- The general Officers of the Association (voting);
- Members elected by the Senate (voting);
- Members appointed by the President (voting);

- At least two student representatives, one from the Pritzker School of Medicine appointed by the Dean for Medical Education, and one from the Division of the Biological Sciences appointed by the Associate Dean for Graduate Affairs (voting); and
- No more than two representatives of the (current) University of Chicago Medicine Graduate Medical Education program (house staff or fellows), appointed by the President based on recommendations from the Chief Resident(s) and Associate Dean for Graduate Medical Education and Chair of the Graduate Medical Education Committee (voting).

The Council shall include the following *ex-officio* members:

- The Executive Vice President and Dean of the Division of the Biological Sciences, or designee (*ex officio*); and
- The Director of Alumni Relations (or other staff liaison as designated by the Vice President for Development) (*ex officio*).

The Executive Committee may appoint additional non-voting *ex officio* members to the Council on an as needed basis.

4.1.2. Terms: The members of the Council who are elected to the Council shall serve one term of three years and may be re-elected for one successive term. Members may be re-elected to the Council for up to two terms after not serving for one term. Student members are appointed on an annual basis and serve a term of one year. A student member may serve successive terms as appointed by her/his Dean.

Officers of the Association shall serve on the Council throughout their terms of office. An Officer may be reelected to the Council as a member upon completion of her/his term as an Officer, subject to the term limits noted above.

4.1.3. Regular Meetings: The Council shall convene no fewer than two times per year to conduct the business of the Association including acting upon the recommendations of the Executive Committee and other standing Committees of the Council and the Senate. The Council shall convene with the members of the Senate for an Annual Meeting, to be held during Reunion Weekend, to elect new members and officers (as necessary), and to present the activities of the Alumni Association to the alumni.

4.1.4. Quorum: Ten members of the Council, appearing in person, shall constitute a quorum for a regular meeting.

4.1.5. Special Meetings: Special meetings of the Council may be called by the President after receipt of written request from ten members of the Council or at the President's discretion at any time. Written notification must be made to all members of the Council a minimum of ten days prior to such meeting, and the purpose of the meeting shall be stated in the call to meeting. No other business may be transacted at the special meeting unless authorized by unanimous consent of the members of the Council present and voting. Special meetings may convene via teleconference, webcast, or other remote/electronic means, in which case remote attendees will be counted for the quorum.

4.1.6. Alumni Council Member Roles and Responsibilities

Members of the Alumni Council of the University of Chicago MBSAA actively seek and maintain high involvement and engagement with the alumni of the Pritzker School of Medicine and the Division of the Biological Sciences. The Council assists the MBSAA in achieving its goals, and actively encourages broad participation and commitment from the alumni. Members of the Council are expected to be active philanthropic leaders who demonstrate a willingness to be engaged in programs and activities. In addition, members may have unique qualifications or skills that add value to the Council.

Council members participate by:

- Making or maintaining their annual contribution of at least a leadership level gift as determined by the Council;
- Attending at least two of the three annual meetings of the Alumni Council per year; one of these meetings may include the Annual Meeting of the Alumni Association;
- Volunteering to serve on a Committee commensurate with her/his skills, experience, and interests;
- Attending the Alumni Volunteer Caucus and other general University events, and/or MBSAA regional events held in Chicago and around the country;
- Attending the Spring Reunion Weekend; and
- Engaging annually in one or more events, volunteer programs, and/or mentorship activities sponsored by the MBSAA.

4.2. Senate: The Senate is the ratifying body of the Association. It is the body that most broadly represents the membership and which formally ratifies actions of the Council. The Senate shall carry on duties as follows:

- Advise the Council and formulate recommendations for Council action;
- Consider proposals to enhance the activities of the Association;
- Elect Alumni Council Officers;
- Ratify the appointment of Alumni Council members and Committee Chairs;; and
- Approve amendments to the By-Laws.

4.2.1. Composition: The Senate shall consist of:

- The Council;
- Class Chairs representing each of the graduated classes of the Pritzker School of Medicine;
- Representatives appointed by the Council, at the recommendation of the Director of Alumni Relations, from several of the scientific disciplines and/or BSD degree-granting programs (“clusters”);
- Representatives of past and current clinical house staff;
- Past Presidents of the MBSAA.

4.2.2. Terms of Service: The members of the Senate shall serve as dictated by their position on the Council, as a Class Chair, or as appointed by the President. Unless otherwise specified, the term of service shall be five years. Past Presidents of the MBSAA are life members of the Senate

4.2.3. Meetings

Senate members shall meet annually (“Annual Meeting”) at the call of the President and at such other times as the business of the Association shall require. The Annual Meeting of the Alumni Association shall be held during Reunion Weekend. All members of the MBSAA are invited to attend the Annual Meeting; Senate members will participate in voting, and policy and legislative discussions at the Annual Meeting.

4.2.4. Quorum

Twenty members of the Senate, appearing in person, shall constitute a quorum.

4.3. Officers: The officers of the Association shall be a President, Vice President, and Immediate Past President.

4.3.1. The President shall be the presiding officer at all meetings of the Council, the Senate, and the Executive Committee. The President shall regularly consult with the Director of Alumni Relations to review the priorities of the University of Chicago Medicine and the Division of the Biological Sciences, and shall advise the Director of Alumni Relations on matters of interest and concern to the Alumni. The President shall be Chairman of the Executive Committee of the Association, shall appoint all other Committee Chairs, shall be an *ex-officio* member of all committees, and shall perform such other duties as these By-Laws and parliamentary usage may require.

4.3.2. The duties of the Vice President shall include being a member of the Executive Committee, acting in the absence of the President, ensuring adherence to the by-laws, and having such additional duties and powers as the Executive Committee shall confer.

The Vice President shall succeed to the office of President when that office is declared vacant by the Executive Committee because of the President's resignation or inability or failure to act.

4.3.3. The Immediate Past President shall serve on the Executive Committee, chair the Nominating Committee, and perform other duties as requested by the President.

4.3.4. Terms of Office: Officers shall be elected to serve one term of two years.

4.3.5. Succession to Office:

4.3.5.1.1. The Vice President serves as the President-Elect. The Vice President shall succeed the President upon the completion of her/his term of office and with the positive recommendation from the President and the Nominating Committee. The Vice President shall be elected into office, in accordance with standard procedures referenced in Section Six.

4.3.5.1.2. In the event of the death or resignation of any officer, or inability or failure of any Officer properly to act as determined by a majority of the Executive Committee, the office shall be declared vacant.

4.3.5.1.3. In the event of a vacancy in the office of President, the Vice President shall assume that office until an election can be held and the Council can elect a successor to serve the unexpired portion of the term.

4.3.5.1.4. In the event of a vacancy in the office of the Vice President, the President shall appoint a member of the Council to fill the vacancy until an election can be held and the Council can elect a successor to serve the unexpired portion of the term.

4.4. Class Chairs: The duty of the Class Chairs shall be to lead efforts to engage and involve members of their respective medical school classes. Specifically, Class Chairs shall advise the Medicine & Biological Sciences Development staff regarding activities related to the Medical School Reunion and other occasions and to conduct Reunion and other fundraising activities on behalf the class and the University of Chicago Medicine and the Division of the Biological Sciences.

Class Chairs shall serve for a period of five years beginning with the incumbent's reunion year, and shall be eligible for reappointment by the Director of Alumni Relations.

In the event of a Class Chair vacancy, the Director of Alumni Relations shall appoint a successor.

4.5. Director of Alumni Relations: The Director of Alumni Relations of the Medicine & Biological Sciences Development office, or the person responsible for this function, will serve as the staff liaison to the Alumni Council and the MBSAA. The Director is responsible for the administration of the Association and for providing staff support of the Council, as directed by the Vice President and Associate Dean for Medicine & Biological Sciences Development.

5. Committees

5.1. The standing Committees of the MBSAA shall include:

- Executive Committee
- Editorial Committee
- Regional Programs Committee
- Chicago Partners Committee
- Alumni Awards Committee
- Nominating Committee

The Chairs of these standing Committees are responsible to report Committee activities to the Alumni Council and the Association President by making a report at meetings of the Alumni Council, as well as the Annual Meeting.

The duties of all Committee volunteers shall be to support the efforts of the University of Chicago and University of Chicago Medicine and the Division of the Biological Sciences, and to engage and involve medical and biological sciences students and alumni, house staff, and faculty. Specifically, Committee volunteers shall advise the Medicine & Biological Sciences Development staff regarding activities that fulfill Association member needs and interests, and/or conduct fundraising activities on behalf of the University.

5.2. Terms

With the exception of the Executive Committee members, whose terms are determined by their office; the Alumni Awards Committee, which is described in Section 5.8; and the Nominating Committee, which is described in section 6.1.1; each standing Committee shall consist of up to seven individuals drawn from the Council and members-at-large. The Committee Chairs shall be ratified by the Senate following their appointment by the President and based on the recommendation of the Executive Committee and the Medicine & Biological Sciences Development Staff. The Committee Chair, in consultation with the President and the Director of Alumni Relations, shall appoint the members of each Committee.

The members of each Committee shall serve one term of three years and may be reappointed to the Committee for one successive term. Members may be reappointed to that Committee after not serving for period of time equal to one term. The Chair of each Committee may serve one term of three years and may be re-elected for one successive term.

5.3. Executive Committee: The Executive Committee shall consist of the Officers of the Association, Chairpersons of the standing and ad hoc Committees, and the Director of Alumni Relations. The Executive Committee, between meetings of the Council, shall exercise the full powers of the Council with the exception that it may not amend the By-Laws. The Executive Committee will convene in person or by telephone at least twice per year at a time designated by the President. Four members of the Executive Committee shall constitute a quorum.

5.4. Editorial Committee: The duties of the Committee are to work closely with the Editor of *Medicine on the Midway* to help select and review story ideas for publication, and to advise and suggest topics, themes, and articles for upcoming issues. Individual Committee members may advance ideas to the Editor at any time. Additionally, the Committee will meet with the Editor in advance of each publication in order to discuss and develop story ideas. The Editor will be responsible for presenting a final story outline to the Committee in advance of publication. The Editorial Committee will meet at least two times per year at the time and place fixed by the editorial staff of the *Medicine on the Midway* magazine.

The *Medicine on the Midway* Magazine, or other similar publication of the University of Chicago Medicine and Division of the Biological Sciences will be sent to all Members of the Association on a complimentary basis.

5.5. Regional Programs Committee: The duties of the Committee are to work closely with the alumni relations staff to promote regional events being organized by the MBSAA and the University Alumni Association. Members may serve as hosts for private events including dinners or receptions at professional conferences or at University events. Members participate by attending events in their regions and inviting other medical and biological sciences alumni to do the same. Committee members also provide feedback on programs and help generate ideas for new activities that will help build momentum and support beyond the reaches of the University of Chicago campus. The Regional Programs Committee will convene in person or by teleconference at least two times per year at the time as designated by the Chair of the Committee.

- 5.6. Chicago Partners Committee: Members engaged with Chicago Partners programs will participate in alumni activities and promote the participation of fellow alumni in their regions and specialties. Duties of the Committee include working closely with the alumni relations staff to recruit medical and biological sciences alumni volunteers for programs such as the Residency Interview Hosting program, GradUCon, Graduate Student Professionalism Day, career panels and student roundtables, and mentoring relationships. Committee members also provide feedback on programs and help generate ideas for new activities that will foster student-alumni interactions. The Chicago Partners Committee will convene in person or by teleconference at least two times per year at the time designated by the Chair of the Committee.
- 5.7. Alumni Awards Committee: The Alumni Awards Committee shall be comprised of biological sciences and medical alumni from a variety of alumni constituencies including at least four representatives from classes celebrating Reunion during the current Awards cycle with preference placed on representation from classes between the 25th and 50th years, one BSD representative, and one current faculty member. The Chair of this Committee is also designated as the National Reunion Chair, whose duties will include serving as a liaison to Reunion Chairs and Reunion volunteers. The President (or the President's designee) shall serve as a member of the Committee. The Director of Alumni Relations will serve as *ex officio* member. Each Committee member (with the exception of the Chair) serves a one year term and may be reappointed to her/his position for a successive term.

The Committee shall review the nominations for the Distinguished Service Award, Distinguished Service Award for Early Achievement, and the Gold Key Award and vote to determine the annual recipients of these divisional awards. The Awards Committee may also recommend nominees for appropriate University awards.

Each year, no more than three Distinguished Service Awards, one Distinguished Service Award for Early Achievement, and three Gold Key Awards, will be awarded, except in special circumstances and with the approval of the Executive Committee.

The Awards Committee will meet via teleconference twice per year as designated by the Chair.

- 5.9. Nominating Committee: The composition and duties of the Nominating Committee are presented in Section Six.
- 5.10. Ad Hoc Committees: The President or the Council may establish, from time to time as appropriate, one or more ad hoc Committee(s). The tenure, responsibilities and authority of these will be consistent with, and subject to, these By-Laws. The President may appoint Honorary Members to an ad hoc Committee of the Council based on special experience or competence which are relevant to the responsibilities or activities of that Committee.

6. Nominations and Elections

6.1. Nominating Committee

The Nominating Committee shall, not fewer than three months before each Annual Meeting, seek candidates for election to the Council from the full membership of the Association by

requests placed through any print, electronic, telephonic, or other medium selected by the Nominating Committee and through communication to the Council, volunteer leadership, University administration, and other appropriate groups.

- 6.1.1. The Nominating Committee shall consist of four to six Council members, with the members being appointed annually by the President, and approved by the Executive Committee. The Director of Alumni Relations will be an *ex officio* member of the Nominating Committee. The Nominating Committee will be chaired by the Immediate Past President of the Alumni Association. The duties of the Nominating Committee shall be to prepare nominations for Officers and members of the Council.

The Nominating Committee, in considering candidates for nomination; and the Council, in electing its members; will take into consideration the diversity of the alumni (based on ethnicity, race, age, and gender, as well as stage of education, degree, and field of professional endeavor or specialty), the organizational structure of the University of Chicago Medicine and the Division of the Biological Sciences, and the then-existing composition of the Council; and will give due consideration to the additional diverse qualities each candidate can contribute to the Council. The Nominating Committee will also take into consideration each candidate's previous support of the University and University of Chicago Medicine and the Division of the Biological Sciences and service to the Association.

In addition to accepting nominations for Alumni Council members, the Nominating Committee is also responsible for making nominations for the two elected Officer positions of the Alumni Council (that is, President and Vice President). The Committee will take the above referenced considerations under review when making these nominations with, however, the understanding that the Vice President serves as the President-Elect. Recommendations for the following positions should also be taken into consideration: the Vice President should receive a positive recommendation from the President and the Nominating Committee;

The Nominating Committee shall submit all nominations to the Executive Committee for approval not less than four weeks before each Annual Meeting. The Executive Committee shall approve or offer alternatives to the nominations for each office and approve the slate. The Executive Committee will notify the Council of the slate and ask for comments and write-in candidates not less than three weeks before the Annual Meeting.

6.1.2. Elections

- 6.1.2.1. A minimum of two weeks prior to the Annual Meeting, the Director of Alumni Relations shall deliver, to the membership of the Senate, a ballot listing the Officers, Chairpersons, and Association members recommended by the Nominating Committee, and approved by the Executive Committee, for election to the Council. This ballot shall include appropriate space for write-in nominations for each position listed on the ballot. Electors shall be instructed that ballots will only be valid if they are received by a specified date, which may be the date of the Annual Meeting.

- 6.1.2.2. Members and Officers of the Council shall be elected by the affirmative vote of a majority of the voting members of the Senate based on ballots received by the specified election deadline.
- 6.1.2.3. Election results shall be declared at the Annual Meeting by the Chair of the Nominating Committee and noted in the meeting minutes.

7. Amendments

The By-Laws may be amended by a majority vote of the members of the Council, which may take place at a regularly scheduled Council meeting, or by written, telephonic, or electronic communication. The text of the proposed amendment shall have been distributed at a previous regularly scheduled meeting of the Council, or by written communication a minimum of seven business days prior to such an action. Amendments to the By-Laws must be ratified by the Senate.

The Vice President will ensure that these By-Laws are reviewed, and revised as necessary, no less frequently than every four years.

Tracking of Amendments and Changes

February 24, 1997

Amended June 5, 1999

Amended March 6, 2000

Amended November 8, 2002

Amended February 24, 2004

Amended and Restated June 7, 2014

Amended and Restated June 3, 2016