

BYLAWS
OF
THE ALUMNI COUNCIL OF THE AMERICAN UNIVERSITY IN CAIRO
(the “**Council**”)

Article I Mailing

Address

The Council’s mailing address will be in care of AUC Avenue, P.O. Box 74, New Cairo, 11835, Egypt.

Article II

Mission, Principles, and Relationship to AUC

Section 2.1 Mission

The mission of the Council is to strengthen ties between The American University in Cairo (“**AUC**” or the “**University**”) and all its alumni and to build lifelong relationships that advance AUC’s mission. The Council shall work to bring the AUC alumni community together to foster meaningful connections with, to share and learn from each other, and to preserve and promote the educational mission and rich heritage and values of AUC.

Section 2.2 Guiding Principles

The Council shall reflect the diversity in geography, gender, age, and interests of AUC’s alumni.

Section 2.3 Structure of Council; Relationship to AUC

The AUC Board of Trustees (the “**AUC Board**”) approved the establishment of the Alumni Council in May 2018 as an affiliate of the University that manages its own affairs within the scope of its mission. The AUC Board may rescind its approval at any time. The Council may not act or imply that it acts as a representative of the administration and trustees. The Executive Director and the Director of Alumni Engagement are the University’s representatives working with the Council to support its efforts on behalf of the University and its alumni. The AUC Board has ultimate authority over the Council’s affairs

Article III Council

Members

Section 3.1 Number, Qualifications, Election, and Term of Council Members

The Council will initially be composed of nine (9) voting members, which will be increased to fifteen (15) voting members, representing alumni around the world. To be eligible for election to the Council, a person must be an AUC alumnus or alumna with previous AUC volunteer experience, who commits to continued service to and advocates for AUC throughout his or her term of service.

Council members will serve staggered, two (2) year terms, and each Council member is eligible for re-election for one (1) additional consecutive term. Council members who serve two full terms on the Council are eligible for re-election to the Council after sitting out one full term. Nine (9) members of the Council will be selected for terms beginning at the start of the 2018-19 University school year and expiring at the end of the 2019-20 University school year. An additional six (6) members of the Council will be elected in spring 2019 for terms of service beginning at the start of the 2019-20 University school year and expiring at the end of the 2020-21 University school year.

The initial nine (9) members of the Council will be selected by the University. All future Council members will be elected pursuant to procedures developed by the University. Elections will be held in the spring for terms of service that begin the following fall semester.

Section 3.2 Meetings; Quorum and Voting

The Council shall meet at least once every two (2) months. Any one or more members of the Council may participate in a meeting of the Council by means of a conference telephone or other similar communications equipment allowing all persons participating in the meeting to hear each other at the same time, and participation by such means will constitute presence in person at the meeting. Meetings may be called by the Council President or the University and will be open to committees of the Council, as further described herein.

Each Council member must attend no fewer than 60% of all monthly meetings during an academic year. Council members who do not meet this standard will be deemed to have resigned, and may be replaced. Time zones of Council members' places of residence will be taken into consideration when setting meeting times. University staff in the office of Alumni Engagement and AUC Fund are invited to attend all Council meetings but shall not have a vote.

A majority of the Council members then serving will constitute a quorum at any meeting of the Council. All matters to be decided by the Council will be decided by the vote of a majority of the

Council members present at a meeting at which a quorum is present. No Council member may vote by proxy.

Any action required or permitted to be taken by the Council may be taken without a meeting, if all members of the Council consent in writing or by electronic transmission to the adoption of a resolution authorizing the action. The resolution and the written consents or electronic transmission thereto by the members of the Council shall be filed with the minutes of the proceedings of the Council.

Section 3.3

Committees; Responsibilities of Council Members

The Council may form committees in areas of interest to Council members, subject in each instance to approval by the University. Such committees will serve to assist the Council in carrying out its mission. Every member of the Council shall assist the Council by recruiting volunteers in his or her area of interest to serve on such committees.

The main responsibilities of Council members and its committees are to plan and execute activities that advance AUC's mission. Such activities may include encouraging alumni engagement; planning and implementing alumni events; encouraging alumni participation in giving to AUC; providing updated alumni information to AUC; maintaining the Council's social media accounts; and helping in the recruitment of highly qualified and globally diverse new students with the ultimate goal of increasing AUC's exposure regionally and internationally. The Council will also develop rules governing AUC alumni chapters, subject to approval by the University.

Article IV

Council Officers

Section 4.1

Officers Generally

The Council will elect officers of the Council from among their number, including a Council President, a Council Vice President, and a Council Secretary, as well as officers for each of Europe, the Middle East and North America.

Section 4.2

Council President

The Council President is the chief executive officer of the Council and serves as its authorized spokesperson. The Council President shall call meetings of the Council, preside over all meetings, and serve as an ex-officio member of all Council committees.

Section 4.3

Council Vice President

The Council Vice President shall act as Council President in the absence of the Council President and shall perform such other duties as are assigned by the Council.

Section 4.4

Council Secretary

The Council Secretary shall be responsible for enabling effective and efficient external communications with AUC alumni and for providing editorial, strategic, creative and operational support across the Council. The Council Secretary shall keep accurate minutes of Council meetings and shall distribute such minutes to all members of the Council. He or she shall present an annual report on the Council's activities to the Council President at the end of each University fiscal year.

Section 4.5

Officers for Europe, the Middle East, and North America

The Officer(s) for Europe shall broaden the AUC alumni volunteer base by overseeing and recommending to the Council the establishment of committees in the active AUC alumni chapters in the United Kingdom, and shall work to create or re-establish chapters in Germany, Switzerland and other European countries wherever the opportunity arises, subject to oversight and approval by the University.

The Officer(s) for the Middle East shall broaden the AUC alumni volunteer base by overseeing and establishing committees in the active alumni chapters in the United Arab Emirates, the Kingdom of Saudi Arabia, Jordan, Kuwait and Qatar, and shall work to create or re-establish chapters in Bahrain and other Middle Eastern countries wherever the opportunity arises, subject to oversight and approval by the University.

The Officer(s) for North America shall broaden the AUC alumni volunteer base by overseeing and establishing committees in the active alumni chapters in New York, Los Angeles, San Francisco and Washington D.C., and shall work to create or re-establish chapters elsewhere in

North America wherever the opportunity arises, subject to oversight and approval by the University.

ARTICLE V

Amendments

These bylaws may be amended at any Council meeting by (a) the vote of not less than two-thirds of the members of the Council; provided, however, that any such amendment must be approved by the AUC Board.