



# THE COSANTI FOUNDATION

## **ALUMNI RELATIONS COMMITTEE CHARTER**

### **1. General**

The Board of Directors (“Board of Directors”) of The Cosanti Foundation (the “Corporation”) has authorized the creation of the Alumni Relations Committee (“Committee”) to assist in matters relating to Alumni and Alumni relations.

### **2. Authority and Responsibility**

The authority of Committee members shall be limited to those specific instances that may be granted in writing by the Board of Directors. The Committee shall advise in all matters requested by the Board of Directors. Individual activities beyond advice shall not be required, and, if undertaken voluntarily by Committee members, must be supervised by a Board of Directors member. Members of the Committee may be listed publicly. Members of the Committee have no fiduciary duties to the Corporation.

### **3. Nomination and Approval**

Members shall be appointed by the Board of Directors. The nomination may include a brief biography and a list of specific reasons why this individual would be an asset to the Corporation. Membership is effective when both (a) the nominee has been approved by the Board of Directors and (b) the nominee has accepted appointment (which may be given before or in advance of Board of Directors approval).

### **4. Termination of Membership**

Each member of the Committee shall serve for a term of one year but may be appointed for additional terms. A Committee member may voluntarily terminate his or her service at any time and without prior notification by providing notice to the Board of Directors. The Corporation, in its sole discretion, acting by a majority of a quorum of the Board of Directors, may terminate the membership of any

Committee member at any time and without prior notification, provided that the Corporation shall use good faith efforts to submit notice to the Committee member indicating the effective date of such action.

## **5. Scope and Limitations**

Except as specifically approved by the Board of Directors, Committee members may not represent the Corporation in any matter unless requested in writing to do so by a Board of Directors member.

## **6. Committee Meetings**

The Committee shall meet as needed at times and places designated by the Committee members, with at least one meeting occurring per quarter.

## **7. Officers**

A Chair of the Committee shall be appointed by the Board of Directors and shall preside at meetings of the Committee and perform such other duties as shall be assigned by the Board. The Board may appoint a Vice-chair, who shall preside at meetings of the Committee and perform duties of the Chair if the Chair is unable, and a Secretary of the Committee, who shall keep minutes of all meetings of the Committee and shall file the minutes with the secretary of the Corporation. In the absence of a Secretary, the Chair or Vice-Chair is responsible for keeping minutes and shall file the minutes with the secretary of the Corporation. The officers shall serve at the pleasure of the Board for a term of one year term or until successors are appointed by the Board.

## **8. Subcommittees**

With the approval of the Board of Directors, the Chair may, from time to time, establish subcommittees of the Committee to serve at the pleasure of the Chair. The Board of Directors must approve any member of such a subcommittee who is not already a member of the Committee. The Chair shall designate a chair of each subcommittee, and shall prescribe its duties and responsibilities. The chair of each subcommittee shall keep or cause to be kept minutes of each meeting of the subcommittee, and shall file copies thereof with the Chair and with the Board.

## **9. Confidentiality Agreement**

Each prospective Committee member (and subcommittee member) must sign an agreement to comply with the Corporation's then-current Confidentiality and

Conflict of Interest Agreement Policies (or an agreement with respect to such matters approved by the Board of Directors) prior to his or her first membership period.