

# **BYLAWS**

## **ALUMNI ASSOCIATION OF SAINT MARY-OF-THE-WOODS COLLEGE**

### **PREAMBLE**

We, the members of the Alumni Association of Saint Mary-of-the-Woods College, establish this instrument for our *Bylaws*, which *Bylaws* shall in all respects supersede the *Bylaws* heretofore established and used by this organization and all amendments thereto, and shall vitiate and render void all *Bylaws* adopted or enacted thereunder.

### **ARTICLE I NAME**

The name of this organization shall be the Alumni Association of Saint Mary-of-the-Woods College (the Association).

### **ARTICLE II PURPOSE**

The purpose of this Association shall be to advance the mission of Saint Mary-of-the-Woods College (the College) by: enhancing the on-going communication between the College and the alumni in conjunction with the Alumni Office; developing and providing services and programs for the enrichment of the alumni; and assisting the College in efforts to increase enrollment, foster advancement, and market a positive image of the College.

### **ARTICLE III MEMBERS**

#### Section 1. Membership

- A. Any person who is considered alumni under the definition set by the Alumni Affairs Office and the College shall be a member of the Association.

#### Section 2. Voting Privileges

- A. All members of the Association shall be eligible to vote.
- B. A vote may be cast either in person, by mail, or by electronic means.

#### Section 3. Board of Directors

- A. Between regular meetings of the Association, the affairs of the Association are entrusted to the Alumni Board of Directors (see Article V, below).

## **ARTICLE IV MEETINGS**

### Section 1. Annual Meeting

- A. The Annual Meeting of the Association shall be held at the College during the Alumni Reunion. The President of the Alumni Board of Directors or her/his representative shall present a report of the Board at this meeting (see Article V, below.)

### Section 2. Special Meetings

- A. Special meetings of the Association may be called at the discretion of the Alumni Board upon the request of the President of the Alumni Board or the petition of (10) members of the Association filed with the Director of Alumni Affairs.
- B. Notification of special meetings shall be made in the official publication of the Association, the *Onyx*, or directly to the members. Any action taken during a special meeting shall be made public in the official publication, the *Onyx*, or directly to the members.

## **ARTICLE V BOARD OF DIRECTORS**

### Section 1. Role of the Alumni Board of Directors (the Board)

- A. The role of the Board shall be, first and foremost, to represent the Alumni Association on the basis of geography, age, programs, and perspectives.
- B. The Board shall work to:
  - 1. Support the major initiatives of the President of the College
  - 2. Support the Enrollment Management, Advancement, and Alumni Affairs Offices by
    - i. Enhancing communications with and among alumni
    - ii. Supporting increased enrollment
    - iii. Increasing financial support through alumni and community engagement
- C. The Board shall structure and utilize standing and *ad hoc* committees to fulfill the responsibilities described above.

### Section 2. Duties and Powers of the Board

- A. The Board shall hold business meetings in the spring, fall, and winter in accord with the Standing Rules of the Board, and shall fix the hour and place of these meetings.

- B. The Board shall have general supervision of the affairs of the Association between the meetings of the Association, make recommendations to the Association, and perform such other duties as are specified in these *Bylaws*. The Board shall be subject to the orders of the Association, and none of its acts shall conflict with action taken by the Association.
- C. The Board shall perform the duties listed in these *Bylaws*, the applicable rule in the Parliamentary Authority, and any other duties assigned by the Association.

Section 3. Board Composition

- A. Elected Board Directors
  - 1. The Board shall have a minimum of eighteen (18) elected members.
  - 2. Directors shall serve three-year terms beginning immediately after the Annual Meeting (Reunion Weekend.)
  - 3. Directors shall not serve more than two consecutive terms; however, a director may be re-elected after an absence of two years from the Board.

Section 4. Election of Board

- A. The President of the Board of Directors shall set a Nomination Committee headed by the Vice President. The committee will:
  - 1. Establish and review Board profiles for membership
  - 2. Bring nominees to the full Board for a vote
  - 3. Open positions will be filled based upon the number of votes received, from highest to lowest.
- B. Any member of the Association may submit her name or that of another alumni for consideration as a nominee. Names may be sent at any time to the Director of Alumni Affairs who will forward all information to the Nomination Committee.
- C. The election of new members by the Board shall occur during the Winter meeting of the Board.
- D. Board Vacancies
  - 1. The President of the Board of Directors has the power to fill a vacant or unfulfilled seat, if deemed necessary by the Executive Committee of the Board.

Section 5. Board Officers and Duties

- A. The officers of the Board shall be President, Vice-President and Secretary.
- B. The officers shall be elected from the membership of the Board by a majority vote of the Board. An officer slate shall be set by the Officer Recruitment Committee at the Fall meeting and will be brought to the Board for a vote at the Winter meeting.
- C. The officers shall perform the duties listed in these *Bylaws*, the applicable rule in the Parliamentary Authority, the duties outlined in the Standing Rules, and any other duties assigned by the Association.
- D. The Board President shall have the authority to excuse absences and to review absences with a member who has neglected meeting attendance expectations.
- E. The officers shall serve two year officer terms.
- F. The Board Officers and the committee chairs shall compose the Executive Committee, which shall be empowered to act for the Board between regular meetings when necessary.

Section 6. Committees

- A. The Board shall establish committees as needed. These may be standing committees or *ad hoc* committees.

Section 7. The Board shall establish “Standing Rules” which pertain to the administration of the Board and the Association.

**ARTICLE VI PARLIAMENTARY AUTHORITY**

The rules contained in Robert’s Rules of Order, Newly Revised shall govern Saint Mary-of-the-Woods College Alumni Association in all cases to which they are applicable and in which they are not inconsistent with its *Bylaws*.

**ARTICLE VII AMENDMENTS**

These *Bylaws* may be amended by a two-thirds (2/3) vote at an annual meeting of the Association (i.e., two-thirds of all legitimate votes cast by members present, by mail, or by electronic mail). To be eligible for a vote, amendments must satisfy all of the following conditions:

- 1. The amendments have been proposed by a member of the Board,

2. The amendments have been proposed at least thirty (30) days prior to a Board meeting,
3. The amendments have been approved by the Board; and
4. The amendments have been publicized to the members of the Association notified at least thirty (30) days prior to the annual meeting.

*Bylaws approved by Board:*

Date: May 10, 2017

Board President: Beth Herzog Michel '94, '09G

*Bylaws approved by Alumni Association:*

Date: \_\_\_\_\_

Board President: \_\_\_\_\_