

CONSTITUTION AND BY-LAWS

ARTICLE I: **Name.** The name of this organization shall be The _____ Alumni Association (hereinafter "Alumni Association").

ARTICLE II: **Purpose.** The purpose of the Alumni Association shall be threefold:

To foster goodwill among all alumni of the school, and through the organization.

To benefit the alumni of the school through the organization of social, academic and philanthropic events designed to further interaction among the alumni and encourage involvement with the school.

To support, enrich and further the education, scientific and academic purposes of The _____ (hereinafter also referred to as the "School"), including but not limited to providing guidance from an alumni perspective on relevant school issues and the making of financial contributions to the school.

ARTICLE III: **Membership, Directors, Meetings and Action** The Alumni Association shall be governed by a Board of Directors (hereinafter "Board of Directors" or "Board") of eighteen (18) alumni of _____. All alumni of The _____ are deemed to be members of the Alumni Association and, therefore, eligible to serve on the Board of Directors. Each Director shall be duly elected by the Board of Directors as provided in this article. All previously named Distinguished Alumni shall be named as Directors Emeriti but will not be considered a member of the Board of Directors. These distinguished alumni will be invited to attend one meeting per year.

All new Directors shall be submitted to the board via a slate established by the nominating committee. New Directors will be elected by a simple majority vote of the Board of Directors. Each Director shall serve for a period of three years and be eligible for an automatically renewed term of three years if the Director is in good standing.

In choosing Directors, the Board shall consider who will enrich the Board of Directors by virtue of representing a broad base of the School's alumni and should not consider candidates already represented on the Board of Directors by two members of the same graduating class. In order to further broaden active participation in the Board, current Directors must wait for one year after completing their term before being eligible to serve again. This provision does not apply to a Director who has completed the term of a resigning Board member.

The members of the Board of Directors shall continue in office until their successors are elected. Board members who do not attend one-half (1/2) of the scheduled Board meetings each year without excuse and/or those who do not contribute monetarily to the Annual Fund by the end of each fiscal year are deemed to not be in good standing and thus have resigned their position. A replacement will be chosen by majority of the Board acting at a meeting of the Board. The replacement will serve the remainder of the resigning Board members' term.

Meetings of the members of the Board of Directors may be held at such time as may be fixed by the President of the Board. Notice of each meeting shall be sent, by e-mail, to the members. Meetings will follow the standards listed in Roberts Rules of Order.

No action can be taken by the Board of Directors unless a quorum of members is present. A quorum shall consist of a simple majority of the members of the Board. Absent members can assign their vote by proxy to any other Board member in attendance. Absent members who assign their vote by proxy are considered present for determining a quorum. All actions must be approved by a majority of the members present.

ARTICLE IV: **Officers.** A President shall preside over the Board of Directors and shall serve for two years, regardless of when he was elected to the Board. The President will be encouraged to be an ad hoc Board Member for one year after his Presidential term expires.

The Board shall nominate and vote on a Vice President during the last meeting of the first year of the President's term. The Vice President will be elected by a simple majority of members present and serve in this capacity until the current President's term has expired. At this point, the Vice President will assume the duties of the President.

The President shall appoint a Secretary of the Board of Directors of the Alumni Association. The Secretary may be the school's Director of Alumni Relations. He/She shall record or cause to be recorded minutes of meetings of the Board of Directors and shall perform such other duties as may be determined by the President. The minutes from each meeting shall be circulated prior to the next meeting and shall indicate who was in attendance and any action that the Board took.

The President may appoint such other officers and create such committees as he deems necessary to promote the general welfare of the Alumni Association and the School.

ARTICLE V: **Representation on the Board of Directors of the _____.** The President of the Board of Directors of the Alumni Association is designated as the person who shall represent the alumni on the Board of Trustees of the _____. The President will actively solicit input from the Board and represent this input to the Board of Trustees and will report on actions taken at the Board of Trustees meeting.

ARTICLE VI: **Amendments.** This Constitution and By-Laws may be amended at any meeting of the Board of Directors.

ARTICLE VII: **Dissolution.** In the event of the dissolution of the Board of Directors, assets which may remain after payment and/or satisfaction of all proper claims and demands then existing against the Alumni Association shall be distributed to the _____, or such other charitable, scientific, literary, or educational organizations as are tax exempt under the Internal Revenue Code as amended from time to time, as the Board of Directors shall, at the time of dissolution, determine. No member, trustee, officer, or private person has or shall have any right, title or interest of any kind in or to such remaining assets of the Alumni Association.

ARTICLE IX: **By-Law Review.** The by-laws will be reviewed as-needed no less than every six years.

Revision Proposed & Adopted September 3, 2002