

# **Code of Bylaws**

Alumnae Association of Saint Mary's College

Notre Dame, Indiana

## **Article I Name and Mission**

### Section1. NAME

The name of the organization is the Alumnae Association of Saint Mary's College, Notre Dame, Indiana.

### Section2. MISSION

The mission of the Alumnae Association is to foster in its members the Christian ideals of Saint Mary's College and to advance the goals of the College.

## **Article II Members and Membership**

There will be two types of members in the Association: active and honorary members.

### ACTIVE

All holders of baccalaureate and/or graduate degrees from Saint Mary's College, students of Saint Mary's Academy prior to 1946, and former students who attended Saint Mary's College and earned sufficient credit hours to achieve alumnae status are entitled to membership with full voting privileges and the right to hold office.

### HONORARY

All recipients of honorary degrees from Saint Mary's College and others as approved by the Board of Directors of the Association will be entitled to membership as honorary members of the association. Honorary members may not vote or hold office.

**Article III**  
**Meetings of the Association**

Section 1. ANNUAL MEETING

There will be a yearly meeting of the Association held during the annual Reunion at which the president of the Association will deliver her annual report.

Section 2. SPECIAL MEETINGS

Special meetings may be called by the president of the Association in consultation with other members of the Board of Directors of the Association or upon written request and formal petition of no less than one percent of the members of the Association. Notice of special meetings shall be given at least four weeks before the date of the meeting.

**Article IV**  
**Board of Directors of the Association**

Section 1. MISSION

- A. The Alumnae Board of Directors provides volunteer leadership for the Alumnae Association by working with the Saint Mary's College community to design and promote opportunities for alumnae to connect with each other and the College. In doing so, the Board serves the College in the ongoing development of a strong Alumnae Association which supports and advances the mission of Saint Mary's College.
- B. The Board conducts the affairs of the Association, conducts at least two meetings a year, submits an annual report to the Association, and serves in an advisory capacity to the College.

Section 2. MEMBERSHIP

- A. The Board will consist of at least 18 members, including the officers of the Board, and one member who is a student at the college. Any active member of the Association who is not a club president or employee of the college may be a member of the Board. The president of the College is the honorary president and an ex officio member of the Board.
- B. The Board composition shall reflect, as closely as possible, the actual graduation decade and geographic distribution of active alumnae.

- C. *Except for the student member, the term of a Board member is 3 years commencing at the close of the annual Reunion following election by the Board. No Board member may serve more than two consecutive three-year terms, except as provided in Article IV, § 1 (G). The term of the student member is one year, commencing at the close of the annual Reunion following election by the Board and no student member may serve more than two consecutive one-year terms.*
- D. The Director and Assistant Director of the Alumnae Relations Office shall be ex officio members of the Board without a vote.

### Section 3. SELECTION AND REMOVAL

- A. Board members shall be elected by the Board at the fall Board meeting, except student members shall be elected by the Board at the spring Board meeting.
- B. The Selection and Awards Committee shall prepare a slate of candidates to fill vacant positions on the Board. The Selection and Awards committee shall provide Board members with an opportunity to review and comment on proposed candidates prior to the presentation of the slate to the Board for action.
- C. If a vacancy occurs prior to the expiration of a Board member's term, the Selection and Awards Committee shall nominate a candidate to fill the unexpired term and present the nomination to the Board for action at the earliest opportunity.
- D. The Selection and Awards Committee shall consider candidates for nomination to the Board from active members who have expressed an interest in Board service or who are recommended by other active members of the Association or faculty, staff, or administration of the College.
- E. A Board member who fails to fulfill her duties maybe removed from the Board by a majority vote of the Board.

### Section 4. DUTIES AND RESPONSIBILITIES OF BOARD MEMBERS

Board members shall serve as liaisons to alumnae clubs, groups, and contact areas; complete an annual self -assessment, contribute financially to the College; attend all meetings of the Board; serve on Board committees and otherwise participate in the work of the Board and Association.

### Section 5. MEETINGS

- A. The Board shall meet semi-annually in the spring and fall. Special meetings may

be called by the president or at the request of a majority of the Board members. A majority of the Board members constitute a quorum for the transaction of business at any meeting.

- B. The Board may conduct business through electronic or other means if necessary.

## **Article V Officers of the Board of Directors**

There will be three officers of the Board of Directors: president, vice president, and secretary. These officers shall also serve as officers of the Association.

### Section 1. ELECTIONS AND TERMS OF OFFICERS

- A. Officers will be nominated and elected by the Board of Directors from members of the Board. These nominations and elections will take place during the spring meeting of the Board in even-numbered years.
- B. The terms of the officers shall be two years, commencing at the close of the annual Reunion following their election. Officers may not serve more than one term in that office.
- C. A Board member may not be a candidate for an officer position in the first year or sixth year as a member of the Board.
- D. The Board Nominating Committee shall consist of the vice-president of the Board, the director of the Alumnae Relations Office and three at-large members of the Association—current members who are not eligible for office, or past members who have retired from the Board within three years—appointed by the president. The vice-president shall chair the Committee. The Committee shall present nominations for Board officers for election at the spring meeting in even-numbered years. Nominations may also be made from the floor at the time of the elections. If the vice-president is nominated and interested in seeking a board office, she shall recuse herself and the secretary of the Board, followed by the chair of the Board Selection and Awards committee shall serve as chair of the Committee.
- E. The nominations shall be circulated to the Board members 3 weeks before the meeting at which the election will be held. Board members who are unable to attend the Board meeting at which such elections are held may vote by absentee ballot obtained from the director of Alumnae Relations and returned to that office prior to the Board vote. If a vote results in a tie, an additional vote will be taken. If the second vote does not resolve the tie, the election will be resolved by a coin toss. Absentee Board members will not be permitted to participate in tie-breaking votes.

- F. A vacancy in an officer's term, other than that of the president, will be filled by appointment of the president in consultation with the Board. An unexpired term of the president will be filled by a two-thirds vote of the Board. If any officer fails to fulfill her duties, she may be removed from office at any time by a majority vote of the Board.
- G. An officer who stands for election in the fifth year as a member of the Board and takes office in the sixth year as a Board member may serve a seventh year on the Board to complete her term as an officer of the Board.

## Section 2. OFFICERS' DUTIES AND RESPONSIBILITIES

- A. The president presides at all meetings of the Association, the Board and the Executive Committee; appoints the chairs of all Board committees and members of the committees in consultation with committee chairs; is an ex-officio member of all committees; prepares and submits an annual report to the Association; serves as an ex-officio member on the College's Board of Trustees; attends and represents the Association at official Association events and at official College functions when requested.
- B. The vice president of the Board assists the president, assumes the duties of the president and secretary in the event of the incapacity of either officer, performs such duties as requested by the president, administers the Board survey, and chairs the Board Nominating Committee.
- C. The secretary of the Board keeps a record of the proceedings of all meetings of the Association, the Board, the executive committee, and any special meetings, compiles minutes from Board committees and provides them to the alumnae relations office for inclusion in the minutes of the Board meetings. The secretary also organizes the Board's response to life-changing occurrences of board members which might include marriage, birth of a child or death of a family member.

## **Article VI Committees of the Board**

### Section 1. EXECUTIVE COMMITTEE

- A. The Executive Committee is responsible for facilitating the work of the Board and conducting Board business between meetings of the Board.
- B. The Executive Committee consists of the officers of the Board and at least two at-large Board members, selected by the president, to serve for one year with the privilege of reappointment. Although the president can select as many at-large members as she deems necessary, the committee

should always total an odd number. The Board president will serve as chair. A president of the Board who completes her term of office before she ends her term as a member of the Board will continue as a member of the Executive Committee for the remainder of her term as a Board member.

## Section 2. STANDING COMMITTEES

- A. The following committees are standing committees of the Board: the Alumnae Board Selection and Awards Committee, Alumnae Engagement Committee, Clubs and Resources Committee, and Student/Alumnae Committee.
- B. The President appoints a chair of each standing committee for a one-year term. A committee chair must have served on the committee for at least one year prior to appointment as chair. A committee chair may be reappointed. The President will appoint a vice-chair for each standing committee annually. There are no term restrictions or previous committee service requirements for a committee vice-chair. Members of the Board or members-at-large of the Association may be appointed to standing committees.

## Section 3. TASK FORCES OR SPECIAL COMMITTEES

The president may appoint task forces as needed to examine issues and projects which are thought to benefit the College and/or the Board.

## Section 4. COMMITTEES OF THE WHOLE

At the request of the president or a committee chair, any standing committee may meet as a committee of the whole.

# **Article VII Amendments**

## Section 1. PROCESS

These bylaws may be repealed, revised or amended in whole or part by a two-thirds vote of the Board.

## Section 2. PROCEDURE

A notice of a proposed amendment will be sent to the Director of Alumnae Relations at least six weeks prior to the next regularly scheduled meeting of the Board and will be included in the notification of that meeting.