

# **BY-LAWS OF THE NOTRE DAME ACADEMY ALUMNAE ASSOCIATION**

Revised (final)4/5/10

## **ARTICLE I. NAME**

The name of the organization shall be the Notre Dame Academy Alumnae Association (hereinafter the "Alumnae Association")

## **ARTICLE II. MISSION**

The Notre Dame Academy Alumnae Association is an alliance of exceptional women who are vested in the mission of Notre Dame Academy. Flowing from that mission, its purpose is to animate alumnae life by establishing and enhancing relationships with new and current alumnae; embrace students as their mentors, benefactors and agents of change; preserve as history the traditions of the school; and generate resources to assure the legacy of liberating education. This is our sacred covenant.

## **ARTICLE III. MEMBERS**

### **SECTION 1. Composition of Membership.**

The Alumnae Association shall be a membership organization. Members of the Alumnae Association shall be:

- (a) All graduates of Notre Dame Academy;
- (b) Honorary members as approved by the Executive Committee and upon majority vote of the members present at a regular meeting.

### **SECTION 2. Voting Rights.**

All members shall have equal voting rights. Honorary members shall not hold office and cannot vote.

## **ARTICLE IV. GOVERNANCE.**

### **SECTION 1. Conduct of Business**

**The governance of the Alumnae Association shall be by an Executive Committee and a Board of Trustees ("Trustees") consisting of not less than 12, nor more than 16 Trustees, including the officers of the Executive Committee. Trustees first appointed shall hold office for a term of two years.**

**Members of the Alumnae Association who are not officers or Trustees may provide input, and may vote on all matters before the Board**

## **SECTION 2. Quorum**

**The quorum for the transaction of business shall consist of 8 Trustees, which includes members of the Executive Committee. Except as otherwise provided by law or by these By-Laws, the vote of the majority of the Trustees present at a meeting at the time of the vote, if a quorum is present at such time, shall be the act of the Alumnae Association, but a majority of the Trustees present, whether or not a quorum is present, may adjourn any meeting to another time and place. No notice of any such adjournment need be given.**

**Electronic voting may be used for the transaction of business.**

## **ARTICLE V. MEETINGS OF MEMBERS**

### **SECTION 1. Business Meetings.**

Business meetings of the Alumnae Association shall be held in January, April, September, and November.

### **SECTION 2. Special Meetings.**

Special meetings of the Alumnae Association may be called at the request of the President, Executive Committee or at the written request of fifteen members.

### **SECTION 3. Notice of Meetings.**

(a) Notice of all meetings of members shall be in writing, and shall state the place, date, and hour of the meeting, and indicate that the notice is being issued at the discretion of the President or her designee.

(b) Notice of all special meetings of members shall state the purpose or purposes for which the meeting is called.

(c) Notice of any meetings shall be given via e-mail, newsletter, and /or Notre Dame Academy website.

### **SECTION 4. Quorum**

**Eight members of the Board of Trustees , including members of the Executive Committee, shall constitute a quorum at any meeting of the Alumnae Association.**

### **SECTION 5. Minutes of Meetings**

The minutes of meetings of the Alumnae Association shall be approved at the next succeeding meeting of the Alumnae Association and posted on the Notre Dame Academy website for the general membership. Minutes shall be kept of all committee meetings and submitted to the President or her designee. An archival copy of the minutes shall be kept in the Mission Advancement Office.

## **ARTICLE VI. Executive Committee**

### SECTION 1. Number of Members

**Along with the Board of Trustees, the Executive Committee** shall manage the business of the Alumnae Association. The Executive Committee members shall not be fewer than five in number.

### SECTION 2. Composition of the Executive Committee

The Executive Committee shall be comprised of the President of the Alumnae Association, the Vice President, the Treasurer, the Secretary, the Chairpersons of the ad hoc and/or Standing Committees of the Alumnae Association, if any, the President of Notre Dame Academy, and a representative from the Mission Advancement Office. The latter two members shall have no vote on the Executive Committee.

### SECTION 3. Meetings

The President shall determine regular meetings of the Executive Committee. Special meetings of the Executive Committee may be called by the President or upon the written request of not less than six members of the Committee.

### SECTION 4. Notice of Meetings

(a) Notice of all meetings of members shall be in writing, and shall state the place, date, and hour of the meeting, and indicate that the notice is being issued at the discretion of the President or her designee.

(b) Notice of all special meetings of members shall state the purpose or purposes for which the meeting is called.

(c) Notice of any meetings shall be given via e-mail, newsletter, and /or the Notre Dame Academy website.

### SECTION 5. Quorum

The majority of the members of the Executive Committee then in office shall constitute a quorum at any meeting of the Executive Committee. Except as provided by law or by these bylaws, at any meeting of the Executive Committee at which a quorum is present, the vote of the

majority of the members present at the time of the vote shall be the act of the Executive Committee.

#### SECTION 6. Action Without a Meeting

Any action required or permitted to be taken at any meeting of the Executive Committee or by any committee thereof may be taken without a meeting if all members of the Executive Committee or committee consent in writing to such action, and such consents are filed with the minutes of the Executive Committee or such committee thereof. Such consent may be given by email.

#### SECTION 7. Conference Calls

Any one or more of the members of the Executive Committee or any committee thereof may participate in a meeting of the Executive Committee or such committee by means of a conference telephone call or similar communication equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

### **ARTICLE VII. OFFICERS**

#### SECTION 1. Officers

**The officers of the Alumnae Association shall be a President, a Vice President, a Treasurer, and a Secretary all of whom shall be members of the Alumnae Association. The President, Vice-President, Treasurer and Secretary shall be elected by the members of the Alumnae Association at for a two year term of office in accordance with the procedures set forth in Article VII section 6, and shall serve as a member of the Executive Committee as set forth in Article VII section 2. Each officer has the option to run for office for 2 consecutive additional terms of 2 years and must do so in accordance with procedures set in Article VII, section 6.**

#### SECTION 2. President Powers and Duties

The President shall be the chief executive officer of the Alumnae Association and shall (i) preside at meetings of the Alumnae Association and the Executive Committee; (ii) serve as Chairperson of the Executive Committee; (iii) be a member of all committees ex officio except the Nominating Committee; and (iv) appoint the chairpersons of all committees other than standing committees. As President, she shall perform all other duties pertaining to her office.

#### SECTION 3. Vice President Powers and Duties

The Vice President shall perform such duties as may be assigned to her by the President including serving as chairperson of special events. In the absence of the President, the Vice President shall assume the duties of President, unless and until such vacancy is filled pursuant to Article XV.

#### SECTION 4. Treasurer Powers and Duties

The Treasurer shall oversee the management of alumnae association funds and shall serve as Chairperson of the Finance/Fundraising Committee.

#### SECTION 5. Secretary Power and Duties

The Secretary shall oversee all correspondence to alumnae and shall be responsible for recording minutes and maintenance of same at all the meetings.

#### SECTION 6. Nominations/Elections

**The Nominating Committee shall be responsible for the following:**

- (a) Conducting a needs assessment prior to the election of officers and members of the Board of Trustees. This includes determining if any of the present officers wish to serve an additional term on the executive board.**
- (b) Developing and maintaining a process for securing nominations for the officers.
- (c) On the date designated for the election of officers, the names of the candidates selected for the various offices shall be announced via e-mail, newsletter, and/or the Notre Dame Academy website.
- (d) Elections shall be by written ballot, **which includes electronic format.**
- (e) The candidate receiving the highest number of votes for the office voted upon shall be declared elected.
- (f) The Officer(s) term of office shall begin July 1st of the year elected.
- (g) In the case of a vacancy in the office of the President, the Vice President shall become President. An Executive Committee Member shall fill vacancies in other offices until the next meeting when the members present shall fill the vacancy for the unexpired term.

### **ARTICLE VIII. ALUMNAE REGIONAL CHAPTERS**

#### SECTION 1. Qualifications

An alumnae regional chapter shall consist of a group of alumnae chartered by the Executive Committee, which shall grant a charter in its discretion when local activity warrants. No alumnae chapter shall use the name "Notre Dame Academy Alumnae Association" without the written authorization of the Executive Committee.

#### SECTION 2. Governance

Alumnae chapters shall make bylaws for their governance that are consistent with the bylaws of the Alumnae Association and shall file their bylaws with the Executive Committee. Alumnae chapters shall notify the Executive Committee of the results of the election of officers within one month thereafter. Each alumnae chapter shall file an annual report with the Executive Committee. Each alumnae chapter President and/or designee shall represent the group at Business Meetings and/or Special Meetings.

#### SECTION 3. Finance

All funds generated by a Regional Chapter shall be considered funds generated by the Alumnae Association and as such shall be accounted for as per Article VIII SECTION 2.

### **ARTICLE IX. PUBLICATIONS**

The Alumnae Association shall be represented in the campus newsletter and on the website.

### **ARTICLE X. COMMITTEES OF THE ALUMNAE ASSOCIATION**

#### SECTION 1. Standing Committees

The Executive Committee may designate the following standing committees as the need arises or such other standing committees as the Executive Committee shall so designate:

- Regional Chapter Committee
- Finance/Fundraising Committee whose chair shall be the Treasurer
- Activities/Events Committee
- Bylaws Committee
- Historical/Archive Committee
- Nominating Committee
- Alumnae Committee for the Annual Fund
- Young Alumnae Committee

## SECTION 2. Appointment and Term of Chairpersons

The President of the Alumnae Association shall appoint chairpersons of all Standing Committees annually.

## SECTION 3. The Nominating Committee

The Nominating Committee shall consist of five members who represent a cross-section of alumnae. The President shall appoint the members for a one-year term in the year preceding an election. The Chairperson of the Nominating Committee shall serve on the Executive Committee pursuant to Article VII Section 2. The Nominating Committee shall perform the duties hereinafter set forth in Article VIII Section 6.

## SECTION 4. Standing Committee Work Plans

The Chairperson of each Standing Committee shall submit a plan for the year's work to the Executive Committee for approval. The Executive Committee shall define any other duties of these committees.

## SECTION 5. Special Committees

There shall be such committees of the members, as the Executive Committee shall from time to time designate by a majority vote of the Executive Committee. Each committee shall be reviewed annually.

## **SECTION 6. Committee Membership**

**Committee membership shall consist of at least three members from the Executive Committee, The Board of Trustees or general membership.**

## **ARTICLE XI. MISSION ADVANCEMENT OFFICE LIAISON**

The Mission Advancement Office supports the Alumnae Association. The President of Notre Dame Academy shall appoint a liaison from the Mission Advancement Office to the Alumnae Association.

## **ARTICLE XII. FUNDS OF THE ALUMNAE ASSOCIATION**

### SECTION 1. Funds of the Alumnae Association

The funds of the Alumnae Association shall consist of:

- (a) Seed monies provided by the Mission Advancement Office
- (b) Funds generated by the fundraising and various activities

(c) Other monies garnered via grants and/or donations

## SECTION 2. Financial Accounting

Revenues and expenses shall be processed through the Mission Advancement Office and placed in the Alumnae Association account line of the campus budget. All reports shall be reviewed by the Treasurer and the Finance/Fundraising Committee and audited annually.

## **ARTICLE XIII. RESIGNATION AND REMOVALS OF OFFICERS, EXECUTIVE COMMITTEE MEMBERS, CHAIRPERSONS AND MEMBERS OF COMMITTEES OF MEMBERS**

### SECTION 1. Resignations

Resignations of Executive Committee members, officers, **Trustees** and committee chairpersons and members shall be in writing and shall take effect upon receipt by the Executive Committee.

### SECTION 2. Removals

The Executive Committee may remove any Executive Committee member **or Trustee** for just cause, including but not limited to absence at three consecutive meetings of the Executive Committee or the Alumnae Association without excuse accepted as satisfactory by the President of the Executive Committee.

## **ARTICLE XIV. REPORTS**

### SECTION 1. Committee Reports

Every officer, chairperson of a standing committee, and chairperson of a special committee shall present reports to the members as requested by the Executive Committee. No report shall be presented to the members that has not been previously submitted to the Executive Committee. The Executive Committee may advise changes or ask for additional information to be formulated in the report before it is presented to the members.

### SECTION 2. Treasurer Report

The Treasurer shall present an annual report concerning assets held by the Alumnae Association and the use made of such assets and the income thereof.

## **ARTICLE XV. PROCEDURE**

Robert's Rules of Order as last revised shall govern the proceedings of all meetings of the Alumnae Association and the Executive Committee.

## **ARTICLE XVI. FISCAL YEAR**

The fiscal year of the Alumnae Association shall begin on July 1st and end June 30th of the following year.

#### **ARTICLE XVII. AMENDMENTS**

These bylaws may be amended by vote of the majority of the members present at a designated meeting provided that notice of any such amendment shall be mailed at least ten days prior to the day for which the meeting is called. Proposed amendments shall be submitted in writing to the Chairperson of the Bylaws Committee at least thirty days before the date of scheduled meeting.