

The Washington College Alumni Association CONSTITUTION AND BY-LAWS

Adopted by Substitution on February 23, 2007

THE CONSTITUTION

ARTICLE I. NAME AND AUTHORIZATION

The name of this association shall be the Washington College Alumni Association (WCAA). This constitution and by-laws were adopted by substitution of all prior and existing documents of the association on February 23, 2007 and approved by the Board of Visitors and Governors of Washington College on February 24, 2007.

ARTICLE II. PURPOSES

The purposes of the Association shall be to connect and reconnect the alumni of Washington College to the institution through communication and personal experiences in order to generate ever increasing, multi-faceted support for Washington College. The Association shall serve as a channel of mutual communication between the alumni and the College and shall share with the College responsibility for the direction of all alumni organizations and programs on behalf of the College.

ARTICLE III. MEMBERSHIP

All persons whom the College determines are alumni and such other persons as the Board may from time to time determine, shall be members of the Association and shall be eligible for any office within the Association, its Board, or its Council.

ARTICLE IV. ALUMNI BOARD (hereafter referred to as the Board)

Section 1. Powers and Duties. The Board shall be the executive committee of the Council; shall elect the Chair and Chair-elect, and shall have the power to adopt, alter or amend the Association's By-laws as set forth therein, and shall perform such other functions as the Council may require and approve.

Section 2. Membership. The Board shall consist of from fourteen to seventeen members, including the officers of the Board, proposed by the nominating committee of the Board and elected from a slate presented to the Council by this committee. *Ex officio* members (who shall have full voting and other rights of the Board) shall include a current member of the Washington College Board of Visitors and Governors who is an alumnus, and who has full voting rights, to be selected by the BVG; a former leader of the Washington College Alumni Association selected by the Chair of the WCAA Board; and the AVP of Alumni Relations. All elected

members of the Board shall be elected for a three-year term. One-third of the Board shall rotate off each year.

ARTICLE V. ALUMNI COUNCIL (hereafter referred to as the Council)

Section 1. Powers and Duties. The Council of the Association shall be the representatives of the Association and shall have the duty of implementing the purposes of the Association as set forth in Article II hereof. The members of the Council shall elect the members of its governing Board on the recommendation of the Board Nominating Committee.

Section 2. Representatives - General. All leaders of Washington College affinity alumni organizations duly constituted, recognized and operating in accordance with the guidelines set forth by the Board of the Association and approved by the Council shall be eligible for membership on the Council.

These shall include, but shall not be limited to leaders of undergraduate and graduate alumni class and cadre organizations, regional chapters, shared interest organizations, athletic organizations, school or academic organizations and the like.

The Council shall ratify the appointment of general at-large representatives proposed by the Board by a formal vote at the annual meeting of the Council.

It is expected and shall be required in the regulations promulgated by the Council and Board that these alumni leaders shall represent in their number the gender, ethnic, geographic, and shared interests of the Washington College alumni population.

In order to ensure this broad representation on the Council, the Board shall determine if and when additional representation may be needed. The Board will then invite up to six Washington College alumni whose perspective is important to the Council's work, each to serve a term of three years as at-large Council representatives, with two rotating off each year.

A student delegate from each undergraduate class and every class in each of the graduate programs shall be represented on the Council, to be selected according to a process determined by the class or cadre and in keeping with the policies and spirit of the WCAA.

Additional Council members *ex officio* shall include the Vice-President of College Advancement, and a representative of the faculty. Each *ex officio* representative shall serve in this capacity during the term of office on which *ex officio* status as a representative is based.

Section 3. Representatives – Undergraduate Classes. The Council shall select in the manner prescribed above a total of twelve class delegates from the pool of undergraduate classes, four per year to serve three-year terms. It is expected that this representative shall be the leader of the class or a designee of such a leader who shall serve in this representative role for at least three years. The Council shall ratify the appointment of class representatives proposed by the Board by a formal vote at the annual meeting of the Council.

Section 4. Representatives – Regional Chapters. A total of twelve representatives of regional chapters shall be selected from among the body of eligible chapters, four per year to serve three-year terms. Washington College regional chapters shall be entitled to provide one candidate for consideration. Each chapter area with more than 501 alumni residing in the catchment area shall be eligible to provide two candidates for consideration, only one of whom can be selected. In special cases to be determined by the Board, large chapters shall be invited by the Board to have three representatives, only one of whom can be selected. It is expected that these representatives shall be the leaders of the chapter or a designee of such a leader who shall serve in this representative role for the official term. The Council shall ratify the

appointment of chapter representatives proposed by the Board by a formal vote at the annual meeting of the Council

Section 5. Representatives – Shared Interest Groups. Leaders of Washington College alumni groups organized to gather together alumni who share interests in order to support the College will be entitled to membership on the Council. It is expected that these representatives shall be the leader of the shared interest organization or a designee of such a leader who shall serve in this representative role for the official term. The Council shall ratify the appointment of Shared Interest Group representatives proposed by the Board by a formal vote at the annual meeting of the Council.

Section 6. Representatives-At-Large. No more than six members of the Council shall be representatives-at-large who shall serve a term of three years, two to rotate off each year. The Board shall nominate these alumni leaders in a manner and as necessary to ensure that all Washington College alumni are fully represented on the Council. The Council shall ratify the appointment of representatives-at-large proposed by the Board by a formal vote at the annual meeting of the Council.

ARTICLE VI. COMMITTEES

Section 1. Standing Committees of the Council. There shall be the following standing committees:

A Board Nominations Committee chaired by a member of the Board to be selected by the Chair in consultation with the Executive Committee, and consisting of not more than five members selected by the Executive Committee of the Board. No more than three shall be current members of the Board at the time of their service on this committee; no members may be included who are candidates for the awards under consideration. This committee shall present annually a slate of candidates for open positions on the Board to the Council and bi-annually shall nominate a slate of Board officers for election by the Board and ratification by the Council. The committee shall also in accordance with the College Charter, nominate an appropriate slate of alumni as candidates for election to the Board of Visitors and Governors, consistent with BVG selection practices.

An Alumni Awards Committee chaired by an immediate past member of the Board, to be selected by the Chair of the Board and to serve for not more than one two-year term. The Committee will consist of not more than five members selected by the Executive Committee of the Board, no more than three of whom shall be current members of the Board at the time of their service on this committee; no members may be included who are candidates for the awards under consideration. The Alumni Awards Committee shall consider candidates for all awards presented by the Alumni Association and shall select those to be honored, presenting the slate for Board consideration.

A Committee on the Council chaired by the Secretary of the Board and consisting of three or more members of the Council, Board or Association who shall work to set the objectives of the annual meeting of the Council and ensure that this meeting achieves these objectives. In addition, this committee shall present annually to the Council a slate of candidates for election as Representatives-At-Large as provided for in Section 6 of Article V hereof.

Additional committees may be established from time to time by the Board in order to achieve the objectives of the Association as reflected in the By-Laws of the Association. In all cases, Board committees will be chaired by a member of the Board who has been elected to serve in this specific capacity. Membership on all committees is open to members of the Board, Council or Association at the discretion of the committee chair.

ARTICLE VII: OFFICERS

Section 1. Officers - Elected. The elected officers of the Board shall be a Chair, and a Chair-elect, who shall serve without compensation and who shall be elected in the manner prescribed by and perform the duties set forth in the By-laws.

Section 2. Officers - Appointed. There shall be a Secretary of the Board to be appointed for a two-year term by the incoming Chair of the Council in consultation with his or her Executive Committee. There shall also be an Assistant Vice President of Alumni Relations who shall be salaried, paid for and appointed by the College and who shall perform the duties set forth in the By-laws.

ARTICLE VIII. BY-LAWS

The conduct of the affairs of the Association, its Council and its Board shall be governed by a set of By-laws, consistent with this Constitution, which may be amended from time to time in accordance with the provisions thereof.

ARTICLE IX. AMENDMENT

This Constitution may be amended or supplemented by a two-thirds vote of the representatives present at a regular or special meeting of the Council upon notice specifying the nature of such amendment mailed to each representative at least thirty days before such meeting. Any such notice shall be mailed or communicated electronically by the AVP of Alumni Relations at the request of the Chair, the Board, or the Vice-President of Advancement.

Any such amendment or supplement to this Constitution shall become effective upon its approval by the Board of Visitors and Governors of Washington College.

THE BY-LAWS

ARTICLE I. ALUMNI BOARD (hereinafter referred to as the Board)

Section 1. Election and Term. The fourteen to seventeen members of the Board shall serve three-year terms as provided in the Constitution and shall be elected by the Council in a manner and at a time to be determined by the Board. Approximately one third of the total number of Board members shall be elected each year (except as may be otherwise required by Section 4 of this Article II). The Board nominating committee will take into account the

leadership needs of the Board in the nominating process ensuring that the slate presented to the Council fills the specific leadership vacancy left open as a result of the departure of a then current member of the Board. All terms for Board members shall terminate on June 30 and newly elected members of the Board shall take office on July 1. The term of each *ex officio* member of the Board shall extend for the time of service in the office on which *ex officio* membership is based.

Section 2. Eligibility. From 2010 onward, no elected member of the Board shall be eligible to serve for more than one full term except after a lapse of three years, provided that the term of the Chair, the Vice-Chair, and the Secretary of the Board shall be governed by Article III of these By-laws. The eligibility of members of the Board elected to fill vacancies shall be governed by Section 4 of this Article of these By-laws.

Section 3. Nomination. Nominations for election to the Board shall be made annually by the Board Nominating Committee. Other nominations may be made by petition signed by twenty percent of Council representatives and filed with the Board Nominating Committee at least thirty days prior to the date scheduled for distribution of election ballots. No nominations for election to the Board shall be made from the floor of the Council.

Section 4. Vacancies. Any vacancy in the elected seats on the Board may be filled by a majority vote of the remaining members of the Board. Board members elected in this manner will serve out the remaining months of the term of the departed Board member. A member of the Board elected to fill a vacancy shall be eligible thereafter to be elected to a full term on the Board if nominated and elected pursuant to Sections 1 and 3 of this Article of these By-laws. If a member of the Board is elected to be Chair or Vice-Chair, prior to the expiration of that member's term, the board may consider the seat of such member to be vacant and it may be filled in the manner prescribed herein. The absence of a member of the Board for two consecutive Board meetings shall be deemed a resignation that the Board may accept.

Section 5. Quorum and Conduct of Meetings. A majority of the number of Board members currently in office, which must include either the Chair or the Chair-elect, shall constitute a quorum for the transaction of all business and, except as otherwise provided in these By-laws, a majority of those present shall be sufficient to adopt any resolution of the Board. The Board shall meet at least three times in each year, at such times and places as shall be fixed by the Chair or by the Board and notice of each such meeting shall be given by the AVP of Alumni Relations to each member by physical or electronic means not later than the tenth day prior to the meeting.

ARTICLE II. ALUMNI COUNCIL (hereinafter referred to as the Council)

Section 1. Meetings - General. The Board of the Association shall designate the time, place and date of the regular meetings of the Council, which shall be held at least once each year on campus. Special meetings of the Council may be called at any time by the Chair, by the Board or by the Vice-President for College Advancement; such special meetings shall be held at such place and on such time and date as shall be fixed by the person or persons calling the meeting.

Section 2. Meetings - Notice. Notice of all meetings of the Council shall be given by the AVP of Alumni Relations by notice sent in hard copy or electronically to each member of the Council at least thirty days before any regular or special meeting. Each notice

shall state the time, place and date of the meeting and, in the case of a special meeting, shall state the purpose or purposes therefore.

Section 3. Meetings - Quorum and Voting. At all meetings of the Council, the presence of twenty percent of the incumbent Council representatives shall be sufficient to constitute a quorum for the transaction of any business. A proxy or electronic connection of a representative to a meeting shall be included in determining a quorum. Each representative shall be entitled to one vote. A representative's vote may be cast electronically or by proxy if the representative is unable to attend the meeting, and if notice of such intent has been provided to the Executive Committee of the Board at least one business day in advance of the meeting. All elections and other questions shall be decided by a plurality of the votes cast, except as otherwise provided by the Constitution or these By-laws.

ARTICLE III. BOARD OFFICERS

Section 1. Election of the Chair and Chair-elect. The Chair and Chair-elect shall be elected by a majority of the entire Board, either from its membership or from the membership of the Council, exclusive of *ex officio* members. Members whose terms as members of the Board shall expire during the calendar year of the election shall nonetheless be eligible for election to such offices. Officers shall begin their term of service as Chair, Chair-elect, (and Secretary) on July 1st. The Board Nominating Committee shall assist the Board in the conduct of these elections.

Election to all offices shall be for a two year term, with the elections being held in even numbered years. All officers shall remain full voting members of the Board and of the Council throughout their term of service as officers even if their term of service as officers extends beyond the original term of election to the Board. All officers shall be ineligible for re-election to their respective offices. As with the regular election process, the Board Nominating Committee shall assist the Board in filling vacancies in the officer group.

Section 2. Officers - Duties. The Chair shall be chief executive officer of the Association and shall preside at all meetings of the Council and of the Board, and at any gathering sponsored by either body, and shall represent the alumni body where and when appropriate. The Chair shall perform such other duties as pertain to the office, including the power to appoint committees chairs as authorized by the Constitution. In the event of the Chair's absence or inability for any reason to discharge the duties of office, the Chair-elect shall temporarily perform those duties. The Chair-elect also shall perform the duties as specified in the Constitution and such other duties as the Board may assign. The Secretary shall be responsible for the minutes of the Council and Board meetings, shall perform the duties as specified in the Constitution and shall represent the alumni body on behalf of the Chair and/or Chair-elect where deemed appropriate at the discretion of the Chair, and such other duties as the Board may assign.

Section 3. Assistant Vice President of Alumni Relations - Duties. The AVP shall:

- 1) report to the VP of College Advancement and will maintain and manage an office of alumni relations professionals wherein a complete record of Council, Board and Committee activity is archived.

- 2.) fulfill all the duties of the Chief Operating Officer of the Alumni Association, and maintain a record of Council, Board and Committee activity, including the archives thereof.
- 3) represent the wishes of the alumni leadership to the College and the needs of the College to the alumni leadership;
- 4) ensure the effectiveness and efficiency of the Association's on campus office and operation
- 5) act as a full voting member of the Board and Council;
- 6) ensure the maintenance of current records of the names, USPS address and electronic address of all members of the Council, Board and Committees;
- 7) provide copies of the minutes of the meetings of the Council, Board and Committees to be made available to all interested alumni and the media;
- 8) provide timely notices of the regular and special meetings of the Council and Board to be sent as required by these By-laws;
- 9) act as non-voting Secretary of the Board Nominating Committee and as a full voting member of all other committees of the Board;
- 10) perform such other duties as pertain to the office as may be necessary for the success of the Association's mission

Section 4. The Board's Executive Committee The Chair, Chair-elect, Secretary, and AVP of Alumni Relations, along with one at-large member to be selected by the Chair in consultation with the rest of the Executive Committee, to serve a single two-year term concurrent with that of the Chair, and to be selected from within the Board, will act as the executive committee of the Board, functioning on behalf of the Board between meetings.

ARTICLE IV. BOARD COMMITTEES

Section 1. The Committees of the Board Members of the Board will be elected to chair and/or serve on committees focused on the currently most important alumni relations functions. These committees will be formed by the Board members responsible for the specific alumni relations function and may involve other members of the Board, Council members or volunteers from among the Washington College alumni ranks.

Section 2. The Formation of Committees The Board, by amendment to these By-Laws, may from time to time add or subtract from the number of established Board Committees to ensure that the then key functions of the alumni relations effort at Washington College are addressed by the Board in partnership with the Washington College alumni relations staff. Specific staff members will be assigned to work directly with the Board members responsible for each committee area.

Section 3. Committee Assignments The active Board committees at the date of ratification of this document in consideration of the most immediate goal of the College, which is to raise alumni participation and support at Washington College to new and sustainable levels will be the following:

1. Committee on Classes and Reunions
2. Committee on Regional Chapters
3. Committee on Young Alumni and Student Involvement
4. Committee on Admission and Student Recruitment
5. Committee on The Washington Fund

ARTICLE V. AMENDMENTS

These By-laws may be altered, amended or supplemented by vote of a majority of the whole Board, provided that notice thereof shall have been included in the notice of the meeting at which such action is to be considered.

ARTICLE VI. IMPLEMENTATION OF BY-LAWS

These By-laws shall be implemented according to a schedule determined by the leadership of WCAA and the College working toward full and complete implementation by the year 2011. For example, in the first year of elections to the Board, members will be elected to terms of one-year, two-years, and three-years. For the one and two year members, they will automatically be appointed to full three-year terms upon completion of their abridged terms, until the year 2010, by which time the Board should be operating in a fully implemented manner and candidates will be elected for single, full three-year terms.

Alterations, amendments and supplements deemed necessary to achieve the purpose of the organization will be considered and acted upon according to Article V of the By-laws, and if necessary, Article IX of the Constitution. All changes in the Constitution require ratification by the BVG.