

**CONSTITUTION
of the
AGNES SCOTT ALUMNAE ASSOCIATION**

ARTICLE I: NAME

The name of this association shall be the Agnes Scott Alumnae Association.

ARTICLE II: MISSION

The Agnes Scott Alumnae Association contributes to the long-term success of Agnes Scott College by promoting connectedness between alumnae and the college.

- We serve as a life-long resource for cultivating relationships among alumnae across a diverse alumnae community.
- We support the mission of the college and foster alumnae engagement with the college.
- We foster opportunities for continued intellectual growth.

ARTICLE III: MEMBERSHIP

All graduates and non-graduates who earned at least 12 academic credits at Agnes Scott College are members of the association.

ARTICLE IV: BOARD OF DIRECTORS

The activities of the association shall be regulated by a Board of Directors composed of officers and members-at-large who reflect the diverse nature of the alumnae population as hereinafter provided in the bylaws.

ARTICLE V: OFFICERS AND STANDING COMMITTEES

5.1 *Officers and Executive committee* - The officers shall include a president, president-elect (in alternating years), immediate past president, and secretary. The executive committee shall be comprised of the officers, designated member(s)-at-large (appointed by the president on an annual basis), and the director of alumnae relations, who shall be a non-voting member of this committee. Other officers may be added as deemed necessary and approved by the board.

5.2 *Standing committees* - The standing committees shall consist of such committees as are needed, at the discretion of the Board of Directors, for the current operation of alumnae activities. The name, duties and procedures of each standing committee shall be governed by guidelines prepared and kept up-to-date by members of the Board of Directors and the alumnae relations staff.

ARTICLE VI: MEETINGS

The association shall hold an annual meeting during Alumnae Weekend, time and place to be determined by the Board of Directors. Notice of the meeting shall be given to members of the association not less than one month before the date of the meeting.

ARTICLE VII: AMENDMENTS

Amendments to the constitution and bylaws may be made at the annual meeting of the association by a two-thirds majority of those voting, provided changes have been authorized by a simple majority vote of the Board of Directors and have been sent to the membership together with the notice of the meeting. Vote may be made by proxy, as set forth in Section 2.3 of the bylaws.

**BYLAWS
of the
AGNES SCOTT ALUMNAE ASSOCIATION**

ARTICLE I: NATURE AND PURPOSE OF ASSOCIATION

- 1.1 *Nonprofit organization* - As a nonprofit organization formed under the umbrella of Agnes Scott College, the Agnes Scott Alumnae Association shall have no capital stock and no shareholders.
- 1.2 *Mission* - The Agnes Scott Alumnae Association contributes to the long-term success of Agnes Scott College by promoting connectedness between alumnae and the college.
- We serve as a life-long resource for cultivating relationships among alumnae across a diverse alumnae community.
 - We support the mission of the college and foster alumnae engagement with the college.
 - We foster opportunities for continued intellectual growth.

ARTICLE II: ASSOCIATION MEMBERSHIP AND MEETINGS

- 2.1 *Qualification* - The qualification for membership shall be graduates and non-graduates who earned at least twelve (12) academic credits at Agnes Scott College.
- 2.2 *Meetings* - The annual meeting of the association for the purposes of receiving reports of operation of the Board of Directors, electing members of the Board and transacting such other business as may be brought before the meeting, whether stated in the notice or not, shall be held each year during Alumnae Weekend. The members may by resolution provide for the time and the place of other regular meetings. Special meetings of the association may be called by the Board of Directors or the executive committee, to be held at such time and place as shall be fixed by the Board of Directors or the executive committee. Notice of the time, place and purpose of all meetings shall be communicated by the director of alumnae relations to members, according to current contact information, at least thirty (30) days prior to the meeting. Such notice shall be considered sufficient whether communicated in digital and/or printed form. Any member may execute a waiver of proper notice either before or after any meeting, and shall be deemed to have waived notice if present at such meeting.
- 2.3 *Voting* - Each member of the association is entitled to one vote for each nominee for the Board of Directors and for such other business as may be brought before any meeting, unless the business is such that, by express provision of law, the constitution or these bylaws, a different voting method is required, in which case such express provision shall govern and control the decision-making method for such business. Each member may vote in person or by proxy, executed in writing by the member or by the member's representative. All proxies must arrive at the Office of Alumnae Relations no later than five (5) days prior to the annual meeting.
- 2.4 *Quorum* - The members of the association present in person or represented by proxy shall constitute a quorum for the transaction of business at any meeting, except as otherwise provided by law, the constitution or these bylaws. The vote of a simple majority of those present and represented by proxy shall be the act of the members, unless a greater vote is required by law, this constitution or these bylaws.

ARTICLE III: BOARD OF DIRECTORS

3.1 *Mission of the Board of Directors is:*

- To represent the voice of alumnae to the college;
- To advance the mission and strategic priorities of the college in collaboration with staff, faculty and administration; and
- To cultivate engagement and connectivity of alumnae across all decades through communication, service to the college, and stewardship.

3.2 *Executive Committee* - The executive committee shall be comprised of the officers of the Association, designated board member(s)-at-large (appointed by the president on an annual basis), and the director of alumnae relations, who shall be a non-voting member of the committee.

3.2.1 The committee shall have five (5) voting members. In years when there is a president-elect, one member-at-large shall be appointed by the president to serve on the committee. In years when there is not a president-elect, two members-at-large shall be appointed by the president.

3.2.2 The executive committee shall advise the Board of Directors on matters within its special competence and undertake special projects in furtherance of the purposes of the association. Between meetings of the Board of Directors, the executive committee may exercise all the powers of the Board of Directors.

3.2.3 The members present in person or by any means of communication by which all directors participating may simultaneously hear each other during the meeting shall constitute a meeting of the executive committee for the transaction of business at any meeting, except as otherwise provided by law, the constitution or by these bylaws.

3.2.4 For decisions that require immediate action in advance of a regularly scheduled meeting, the vote of a simple majority of the executive committee shall be the act of the members, unless a greater vote is required by law, the constitution or by these bylaws.

3.3 *Composition of the Board* - The Board of Directors shall consist of the officers; members-at-large who represent each decade of living alumnae, according to their ability to serve, and who represent the diverse geographic and demographic nature of the alumnae population; the director of alumnae relations, who shall be a non-voting member; and select current students of the college, who shall be non-voting members.

3.3.1 The Board of Directors shall be elected by the members of the association at the annual meeting, with the exception of the immediate past president; the director of alumnae relations, who serves at the pleasure of Agnes Scott College; and the students, who shall be appointed ex officio to the Board annually based upon their service in the role of senior class president/co-president and president/co-president of the Alumnae Relations student advisory council.

3.3.2 The total number of members of the Board of Directors shall comprise no fewer than sixteen (16) members and no more than thirty-five (35) members, including non-voting student members, with the optimal Board size being 24 voting members.

- 3.3.3 The Board of Directors may by resolution fix the precise number of directors between the stated limits, but any reduction in the number of directors shall take effect only at the expiration of the term of office of the directors whose offices are to be eliminated or upon their earlier resignation.
- 3.4 *Nomination and selection process* – On an annual basis, open nominations for members-at-large will be received through May 15 by the Office of Alumnae Relations through the online nomination process or other nomination submission process designated by the Office of Alumnae Relations. Nominations received after May 15 shall be held for consideration in the following year’s nomination cycle.
- 3.4.1 Any member of the association may self-nominate or be nominated by another member of the association. Nominations must include the full name (including name at graduation and current name), class year, a brief summary of service and commitment to the college, and a brief bio or resume, not to exceed two typed pages.
- 3.4.2 Nominations considered and not selected will remain active for a period of three years from the date of initial consideration for board membership.
- 3.4.3 The nominating committee of the Board shall convene between June 1 and August 15 to determine the recommended slate of nominations for member(s)-at large and officers based on expected vacancies in the coming year.
- 3.4.4 Consideration shall be given to: proportional representation (at least three representatives) from the seven (7) most recent decades of undergraduate alumnae (with special consideration for alumnae able and willing to serve from earlier decades); geographic, demographic, and life experience diversity; non-traditional student alumnae; and master’s alumnae/i.
- 3.4.5 In alternating years, the nominating committee shall also present a nomination for president-elect.
- 3.4.6 The Board of Directors shall vote on the recommended nominations at its first meeting of the academic year, typically held in August.
- 3.4.7 The Board-approved nomination slate shall be presented to the association by the office of alumnae relations not less than thirty (30) days prior to the annual meeting of the association. Such notice shall be considered sufficient whether communicated in digital and/or printed form.
- 3.4.8 The membership shall vote on the slate of nominees at its annual meeting, typically held during convocation of Alumnae Weekend.
- 3.5 *Term of office and succession for directors:* The term of each elected member-at-large shall be three (3) years. The Board of Directors is established so that the terms of office for not more than one-third (1/3) of the elected members shall expire each year.
- 3.5.1 The president shall be elected in even years for a two-year term. The president-elect and the secretary shall be elected in odd years.
- 3.5.2 The term of the president elect shall be one (1) year and the term of the secretary shall be two (2) years. The term of office of the ex officio members of the Board shall be one (1) year, (except the director of alumnae relations, who shall serve at the pleasure of Agnes Scott College).

- 3.5.3 Whenever the members of the association vote to increase or decrease the number of members of the elected Board of Directors, such increase or decrease shall be arranged so that, as nearly as possible, the terms of office of one-third of the members of the Board of Directors shall continue to expire each year thereafter.
 - 3.5.4 The terms of office of the members of the Board of Directors shall commence immediately following adjournment of the annual meeting, at which time the term of the predecessor of such member expires.
 - 3.5.5 Second terms are not automatic. A director may be eligible for re-election to serve a second term of 1-2 years in instances where: the member has special expertise not otherwise represented on the Board, is integral to a special initiative not yet completed at the end of the initial term, or the nominating committee has experienced difficulty finding an alum within the same decade willing/able to serve. In no event shall a member serve for more than two (2) consecutive terms in the same position.
 - 3.5.6 A vacancy on the Board of Directors occurring between annual meetings shall be filled only if the vacancy is an officer position or reduces the number on the Board to below the minimum of 16 members. In either case the open position can be filled by a candidate nominated by the nominating committee and approved by the Board at any regular meeting or special meeting called for that purpose until a regular meeting of the association is held.
- 3.6 *Qualification of directors* - Elected members of the Board of Directors shall be at least twenty one (21) years old, shall be members of the association and shall have demonstrated, in the opinion of the nominating committee, a commitment to the college and its values.
- 3.7 *Authority* - The Board of Directors shall manage the business and affairs of the association and may exercise all powers of the association, subject to any restrictions imposed by law, the constitution or these bylaws.
- 3.8 *Board Member Expectations* - Alumnae Board members are public advocates of and ambassadors for Agnes Scott College. As highly visible representatives of the college, Board members should use their position in the community to build goodwill for Agnes Scott and are expected to:
- 3.8.1 Be active representatives of the alumnae association, exemplified by attendance at scheduled Board meetings and on-campus and/or local area alumnae events.
 - 3.8.2 Support the mission of the college by their actions, interactions and words.
 - 3.8.3 Maintain confidentiality of sensitive documents and information shared, whether at Board meetings, executive sessions and/or electronically between meetings.
 - 3.8.4 Interpret campus issues in a way that provides understanding and to recognize when silence is preferable, especially when the facts about a given issue are not known or are unclear to the Board member.
 - 3.8.5 Not speak for the college nor separate her or his position from that taken by the Board.

- 3.8.6 Guard against any behavior in which self-interest outweighs the good of the institution and avoid situations that could create the appearance of a conflict of interest.
 - 3.8.7 Ensure that personal relationships with faculty, staff and students are conducted in an appropriate manner.
- 3.9 *Removal of director(s)* - At their discretion, the executive committee may remove from office with a simple majority vote any director for violation of the Board Member Expectations outlined in section 3.8 above. Notwithstanding the foregoing, any member of the association or Board of Directors may call to remove a director or executive committee officer, for cause, provided that a statement of the reason or reasons for cause of removal shall be delivered to the executive committee, in writing. The director or executive committee officer shall be given an opportunity to be heard and the matter considered by the executive committee at a time and place deemed proper by the executive committee. The executive committee will then take action, by majority vote, on the removal of any such person or persons, for cause.
- 3.10 *Resignation of a member*- Any director may resign by delivering a written resignation to the President of the Board of Directors. Such resignation is effective upon receipt, unless it is specified to be effective at some later date.
- 3.11 *Regular meetings* - Regular meetings of the Board of Directors, for the purpose of transacting such business as may be brought before the meeting, shall be held three (3) times per year, as set forth in the notice of meeting. Such notice of each meeting shall be communicated to each director by the director of alumnae relations not less than one (1) month before the date of the meeting.
- 3.11.1 The Board of Directors may by resolution provide for the time and the place of other regular meetings, and notice of such regular meetings shall be given to each director by the director of alumnae relations not less than one (1) month before the date of the meeting.
 - 3.11.2 Special meetings of the Board of Directors may be called by the president of the Board, the immediate past president, the director of alumnae relations, or by not less than one-third (1/3) of the members of the Board of Directors, and notice of the time, place and purpose of such meeting shall be communicated to each member of the Board of Directors by the person calling the meeting at least three (3) days before the meeting.
 - 3.11.3 Any member of the Board of Directors may execute a waiver of notice either before or after any meeting and shall be deemed to have waived notice if present at such meeting. Any meeting may be held at any place designated in the notice.
 - 3.11.4 Any or all directors may participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all directors participating may simultaneously hear each other during the meeting.
 - 3.11.5 Failure to attend two regular meetings during a term without an appropriate excuse accepted by the Board will be cause for removal by the Board under Section 3.9 of these bylaws, but such cause shall not constitute the only cause for removal, which is in the sole discretion of the Board.

- 3.12 *Quorum* - A simple majority of 50% plus one of the voting directors in office at any time shall constitute a quorum for the transaction of business at any meeting. When a quorum of the board is present, the vote of a majority shall be the act of the Board of Directors unless a greater vote is required by law, by the constitution or by these bylaws.
- 3.13 *Nominating committee* - The nominating committee shall be a standing committee of the association and will be comprised of the executive committee, except for the current president, secretary to the Board of Trustees, a representative from the office of development, and a representative from the office of alumnae relations, who shall serve ex officio. This committee shall not include the current president. The immediate past president of the association shall serve as chair of the nominating committee or, if unable to serve, a chair shall be appointed by the president. In consideration of the current list of nominees and the strategic needs of the Board, the nominating committee shall propose candidates for election as officers and members-at-large and shall be responsible for sending notice about and overseeing the annual elections. Refer to section 3.4 *Nomination and selection process*, regarding notification and voting procedures.
- 3.14 *Standing committees* - The name, duties and procedures of each standing committee shall be governed by guidelines prepared by members of the Board of Directors and the alumnae relations staff. Chairs of the standing committees, except the nominating committee, shall be appointed annually by the president and preferably shall be in the second or third year of their three-year term. Each Board member shall serve on at least one standing committee. Committee chairs are encouraged to invite non-board member alumnae to serve on Board committees, with support from the Office of Alumnae Relations. The chair(s) of each standing committee, in their discretion, may appoint members of their committees to perform functions expedient to the operation and activity of the association. The director of alumnae relations shall assign a member of the alumnae relations staff to support each standing committee. The president of the association serves as a member of all committees except the nominating committee.
- 3.15 *Authority of Board of Directors* - The Board of Directors or the executive committee shall have authority to constitute other committees (other than a standing committee), to abolish any committee previously created, to delegate authority and responsibilities of the Board of Directors to any such committee and otherwise define their responsibilities, to change any such delegations or definitions of responsibilities previously established, to increase, reduce, or change its membership or to take any other desired action deemed appropriate with respect thereto; provided in all cases that such actions are consistent with the provisions of the constitution and bylaws of the association. All actions of any committee and of the president with respect to such committees are subject to the approval of the Board of Directors.

ARTICLE IV: OFFICERS

- 4.1 *In general* - The officers of the association shall consist of a president, a president-elect (in alternating years), an immediate past president and a secretary, and such other officers or assistant officers as may be elected by the members of the association. No person may hold more than one office of the association.

- 4.2 *Immediate past president* - The immediate past president is that person who served as president during the preceding term. The immediate past president shall serve automatically as an honorary officer by virtue of previous service to the association. The immediate past president shall serve as chair of the nominating committee and national chair of the annual fund campaign.
- 4.3 *President* - The president shall be responsible for carrying out the purposes of the association. The president shall be a member of all committees except the nominating committee. The president shall serve one four-year term on the Board of Trustees of Agnes Scott College, at the pleasure of the Board of Trustees, and shall make an annual report to the Board of Directors, the general membership and the Board of Trustees of Agnes Scott College. The president shall have responsibility for implementing the programs of the association, managing the business and operations of the association and representing the association at various events, such as the association's annual meeting and commencement, and in college publications. The president-elect shall succeed into the role of president.
- 4.4 *President-elect* - The president-elect shall fulfill those duties designated by the president. The president-elect shall be kept fully informed of all significant activities of the president so that in the absence of the president, the president-elect is able to assume the duties of the president. Candidates for president-elect shall come from the pool of current Board members and shall be vetted by the secretary to the Board of Trustees and the president of the college.
- 4.5 *Secretary* - The secretary shall take and file with the Office of Alumnae Relations all minutes of meetings of the Board of Directors and the association, shall correspond for the Board of Directors at the president's request and shall fulfill those duties designated by the president. In the absence of the secretary, a secretary pro tempore shall perform the secretarial duties at any meeting. Candidates for secretary shall come from the pool of current Board members, unless extenuating circumstances exist.
- 4.6 *Other authority and duties* - Each officer and honorary officer of the association shall have such other authority and duties as may be conferred upon them by the Board of Directors, the executive committee or the president.

ARTICLE V: AFFILIATED ORGANIZATIONS

- 5.1 *Classes* - Each senior class of Agnes Scott College shall elect a president, vice president, secretary, reunion chair and fund chair to serve until the first five-year class reunion. Thereafter, officers will be elected by each class at each five-year reunion. Any vacancy among class officers occurring between reunions shall be filled by a candidate nominated by the remaining class officers until a regular meeting of the class is held.
- 5.2 *Local chapters* - A group of alumnae, in order to further the purpose of the association, may organize a branch or chapter by notifying the director of alumnae relations of their intent. Such a branch shall be known as an alumnae chapter and may designate other wording in its name. At their discretion, they may elect officers, notifying the director of their names immediately after elections. They may collect dues and make bylaws not inconsistent with the constitution or these bylaws.

- 5.3 *Alumnae relations staff* - Agnes Scott College, in consultation with the Board of Directors, shall employ such staff as is necessary for the operation of the Office of Alumnae Relations. The director of alumnae relations shall act as the executive head of the alumnae relations staff and shall be responsible to the Board and to Agnes Scott College for the general management of the association. The director of alumnae relations shall serve as an ex officio member of the Board of Directors and of all the committees of the association.

ARTICLE VI: DEPOSITORIES, SIGNATURES AND FISCAL YEAR

- 6.1 *Depositories* - All funds of the association shall be deposited in the name of the association with Agnes Scott College or in such bank, banks or other financial institutions as the Board of Directors may from time to time designate and shall be drawn out on checks, drafts or other orders signed on behalf of the association by such person or persons as the Board of Directors may from time to time designate.
- 6.3 *Fiscal year and Financial Affairs* - The fiscal year of the association shall be the same as that of Agnes Scott College. In lieu of an elected treasurer, the director of alumnae relations shall be responsible for the maintenance of proper financial books and records of the association, shall have custody of its funds and other assets and shall fulfill those fiscal duties needed for the operation of the association.

ARTICLE VII: AMENDMENT OF CONSTITUTION OR BYLAWS

- 7.1 *Amendments* - The members of the association shall have the power to alter and amend the constitution or bylaws, to repeal the constitution or bylaws and to adopt a new constitution or bylaws. This power may be exercised at any annual meeting of the members of the association, or at any special meeting of the members of the association where such proposed action has been announced in the call and notice of such meeting or where the requirements of call and notice have been waived, provided that no proposal for such action may be presented to the members without the prior approval of the Board of Directors. Action by the members with respect to the constitution or bylaws shall be taken by a vote of two-thirds majority of those voting. Vote may be made by proxy, as set forth in Section 2.3 of these bylaws.
- 7.2 *Review* – These by-laws shall be reviewed periodically, not to exceed every ten (10) years.