

AGNES SCOTT

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Summary of Revisions to the Agnes Scott Alumnae Association Constitution and Bylaws

The following report from the 2020-2021 Governance Committee summarizes some of the changes made to the ASC Alumnae Association constitution and bylaws. A complete copy of the revised constitution and bylaws is posted on the college's website at www.agnescott.edu/alumnae. The documents have been completely revised and re-written to reflect the evolution to the composition and operation of the board since the last revisions cycle in 2017-2018.

In addition, the document was re-written with an eye towards clarifying purpose, and ensuring continuity and consistency of language. The changes listed below summarize the substantive changes. We encourage all alumnae to review the documents in their entirety to understand all changes and to forward any questions to the Committee Chair, Tiffany McKenzie Nuriddin at tiffany.mckenzie@bcplaw.com, copying Mary Frances Kerr, Senior Director of Alumnae Relations.

Article 2: Nature and Purpose of the Association – References to the Association being a standalone nonprofit organization were removed. A refined alumnae association mission statement captures the notion that the Alumnae Association's sole mission is to further promote the partnership between alumnae and the College.

Article 3: Association Membership and Meetings - References to voting, notices, quorum and meetings were clarified.

Article 4: Board of Directors – This Article was completely reorganized to ensure a cohesive flow of like concepts and purposes.

4.1. Mission: This was clarified to state that the mission of the Board is solely to advance and support the mission of the Association.

4.3. Organization of the Board: Clarified the role and members of the Executive Committee. The executive committee will consist of (1) the officers (2) a designated board member at large in alternating years and (3) senior director of the alumnae relations staff (who is non-voting). There shall always be five (5) members. The Executive Committee makes decision by simple majority, except for cases where there may be a deadlock, in which case, the director of alumnae relations shall vote to break the deadlock. If for any reason, that causes a conflict, then the former Immediate Past President shall be invited to vote on the matter.

4.4. Composition of the Board: This section was amended to state that the Board shall consist of officers, directors who represent each living decade of alumnae, according to their ability to serve, and who represent the diverse, demographic, skills and experiences of the alumnae population; (3) senior director of the alumnae relations office and (4) select current student who shall be non-voting members. Also, this section was amended to state that there shall be no less than 10 but no more than 35 members.

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4.6. *The nomination process* was amended to ensure that the board-approved nomination is presented to the association not less than 30 days prior to the annual meeting. The membership can then vote on the slate of nominees at the annual meeting.

4.7. *Membership terms* were edited to state that, in total, no Member should serve more than seven (7) years. Each Member can serve up to two (2) consecutive general terms (general terms are three (3) year terms) and one (1) special term (special terms are one (1) year terms). For example, a Member can serve two (2) consecutive general terms followed by one (1) special term for a total of seven (7) years as a Director. Terms as Member of the executive committee are not considered for these purposes.

4.10. *Expanded the Code of Conduct* to include an expectation that Board members attend regular and annual meetings.

Article 5: Officers – Clarification was made to the duties, terms and election of the officers.

5.5. *The Secretary role* was expanded to include Parliamentarian duties, taking into account the Office of Alumnae Relations assistance with the taking and filing of minutes for the Board of Directors and the Association, as well as an interest in ensuring compliance with Robert's Rules of Order.

Article 6: Affiliated Organizations – Edits were made to ensure that all affiliated organization further the purpose of the Association and the College.

Article 7: Expenses, Depositories and Fiscal Year

7.1. *All funds of the Association* are deposited in the name of the Association with the College.

7.3. This section was edited to include *an expenditure approval mechanism*. All expenditures over five hundred dollars (\$500) require full Board approval.

Article 8: Amendment of the Constitution or Bylaws

8.2. This section emphasized that the bylaws must be reviewed periodically, not to exceed every 10 years.