

Salem College Alumnae Association
Constitution and By Laws

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CONSTITUTION

ARTICLE I

NAME

The name of this Association shall be the Salem College Alumnae Association.

ARTICLE II

PURPOSE

The purposes of this Association shall be to foster among the alumnae a spirit of continuing service, fellowship and support of Salem College; to interpret Salem College to the communities in which alumnae live; to promote among alumnae an active interest in the progress and welfare of Salem College, and to enable the college to maintain educational and cultural relationships with its alumnae.

ARTICLE III

MEMBERSHIP

Section 1 Any former student of Salem College may be a member of this Association and shall share equally in all the privileges of such membership.

Section 2 Honorary Members. Any person nominated for honorary membership by the unanimous vote of the Board of Directors and elected by a majority of the Members present at the Annual Meeting shall become an Honorary Member and is entitled to all the privileges of the Association, except the right to hold office.

ARTICLE IV

OFFICERS, EXECUTIVE COMMITTEE, BOARD OF DIRECTORS AND EX-OFFICIO MEMBERS

Section 1 The Officers shall be a President, a President-elect, an Admissions Vice-President, an Alumnae Relations Vice-President, a College Fund Vice-President, a Nominating Vice-President, a Regional Development Vice-President and a Recording Secretary. Co-Vice-Presidents may serve when deemed necessary by the Nominating Committee and President.

Section 2 The Executive Committee of the Association shall be composed of the Officers of the Association and the three Alumna Trustees currently serving on the Board of Trustees of Salem Academy and College.

Section 3 The Board of Directors shall be composed of the Officers, the Alumna Trustees, the Committee Chairs, and Regional Representatives.

- Section 4** This Board shall conduct the affairs of the Association as prescribed by the By Laws and the Parliamentary authority adopted by the Association.
- Section 5** The President shall have served on the Board of Directors prior to election as President-elect or shall have had such other significant experience with and service to the Association and the College as the Nominating Committee believes is appropriate.
- Section 6** The Salem College Student Government Association President, the Flee Center Governing Board President, and a representative from the Graduate program shall be ex-officio members of the Board of Directors.
- Section 8** The President may appoint alumnae to serve on the Board of Directors as needed in ad hoc, ex officio capacities for specified needs and terms. These appointees must be approved by a majority of the Executive Committee.

ARTICLE V

AMENDMENTS

This Constitution may be amended or repealed for operating purposes by a two-thirds majority of the Board of Directors of the Association present, pending ratification by a two-thirds majority of the Members of the Association present at the next Annual Meeting. Notice that the Members will be asked to ratify amendments to the Constitution shall be distributed to all Members in sufficient time that each shall be able to cast a vote via proxy or in person at the Annual Meeting.

BY LAWS

ARTICLE I

MEETINGS

- Section 1** The Executive Committee shall meet at the discretion of the President. Four members shall constitute a quorum.
- Section 2** The Board of Directors shall have at least three (3) meetings annually. Other meetings may be called by the President. Five (5) members shall constitute a quorum.
- Section 3** The Alumnae Association shall meet in business session yearly during Reunion Weekend. This shall be known as the Annual Meeting. Other meetings may be called by the President upon recommendation of the Executive Committee. Members present shall constitute a quorum.

ARTICLE II

ELECTION OF OFFICERS, COMMITTEE CHAIRS AND REGIONAL REPRESENTATIVES

- Section 1** The President-elect shall be elected for a term of one year by the members at the Annual Meeting to serve the final year of the President's term. The President-elect shall automatically become President the succeeding year. All remaining Officers shall be elected for terms of three years by the members present at the Annual Meeting.
- Section 2** The Nominating Vice President and Recording Secretary shall be elected to serve the same term as the President, if possible. The Admissions Vice President and College Fund Vice President shall be elected to serve the same term, if possible. The Alumnae Relations Vice President and Regional Development Vice President shall be elected to serve the same term, if possible. No officer shall be eligible for more than one successive re-election to the same office. No more than three officers should end their term in the same year, if possible.
- Section 3** Terms of Committee Chairs and Regional Representatives shall be evenly distributed, if possible. Committee Chairs include: Alumnae Awards Committee Chair, Student Awards Committee Chair, Student Services Committee Chair, Professional Development Committee Chair, and Diversity & Inclusiveness Committee Chair.
- Section 4** All elections shall be by majority vote of members present at the Annual Meeting. Votes may be made by proxy by any member unable to attend the Annual Meeting so that the vote reaches the Alumnae Office not later than the day before the meeting.

ARTICLE III

DUTIES OF OFFICERS

- Section 1** **President.** The President shall preside at all Association, Executive Committee and Board of Directors meetings. The President or a designee shall serve on any institutional committee to which appointed or asked to serve. The President shall appoint all Committee Chairs, Regional Representatives and any necessary ad hoc, ex-officio representatives for specified needs and term. The President shall be an ex-officio member of each committee and a member of the Board of Trustees. The President shall be responsible for the proper implementation of all Association By-Laws and activities. The President shall work with the Director of Alumnae Relations to implement actions taken by the Board and/or the Executive Committee. The President shall communicate with the Director of Alumnae Relations, the Committee Chair of the Board of Trustees, and members of the Administration as appropriate.
- Section 2** **President-Elect.** The President-elect shall assume the office of President after completing a one-year term during which the President-elect works closely with the President in preparation for the office. The President-elect shall attend the Reunion Leadership Council and assume leadership roles in special projects as deemed necessary by the President. The President-elect shall be a member of the Board of Visitors. The President-elect shall attend all Alumnae Board meetings. In the absence or disability of the President, or based upon request, the President-elect shall assume the duties of the President.
- Section 3** **Admissions Vice-President.** The Admissions Vice-President shall assist the Admissions office and work closely with the Alumnae Admissions Representative Program (AAR), securing and servicing alumnae representatives. The Admissions Vice-President shall chair the Admissions Committee and/or assume leadership roles in special projects as deemed necessary by the President.
- Section 4** **Alumnae Relations Vice-President.** The Alumnae Relations Vice-President shall serve as Volunteer Coordinator of Reunion Weekend. The Alumnae Relations Vice-President shall chair the Alumnae Relations Committee and/or assume leadership roles in special projects as deemed necessary by the President.
- Section 5** **College Fund Vice-President.** The College Fund Vice-President shall assist the Director of the Annual Giving and the Director of Alumnae Relations in planning and implementing the College Fund Campaign, the Reunion Giving Program, and other institutional development initiatives. The College Fund Vice-President shall chair the Development Committee and/or assume leadership roles in special projects as deemed necessary by the President.
- Section 6** **Recording Secretary.** The Recording Secretary shall write the minutes of all Association, Executive Committee, and Board of Directors meetings and shall file copies of these with the Director of Alumnae Relations within thirty (30) days of any such meeting. The Recording Secretary shall serve as parliamentarian at all Association, Executive Committee and Board of Directors meetings, and shall have charge of any revision of the Constitution and By Laws. She shall be responsible to

see that a review of the Constitution and By Laws is accomplished at least once every five years. The Recording Secretary shall chair the Governance Committee and/or assume leadership roles in special projects as deemed necessary by the President.

Section 7 **Nominating Vice-President.** The Nominating Vice-President shall serve as Committee Chair of the Nominating Committee for a three-year term. During the two years in which there is no President-elect, the Nominating Vice-President shall serve on the Board of Visitors and assume the duties of the President in the absence or disability of the President, or based upon request.

Section 8 **Regional Development Vice-President.** The Regional Development Vice-President shall be responsible for the geographic development of alumnae clubs and/or alumnae events. The Regional Development Vice-President shall also assist Director of Alumnae Relations and the Regional Representatives in meeting their geographical territory needs and goals.

ARTICLE IV

DUTIES OF THE EXECUTIVE COMMITTEE AND BOARD OF DIRECTORS

Section 1 **Executive Committee.** The Executive Committee shall have the power to act for the Board of Directors between that Board's regular meetings. The Committee shall be responsible for assisting the President in the proper implementation of all Association Bylaws and activities. The Executive Committee shall receive the recommendations of the Nominating Committee for approval and submission to the Board of Directors of the Association prior to presentation at the Annual Meeting of the Alumnae Association. In case of a vacancy in an elected office of the Association, the Executive Committee shall name, upon recommendation of the Nominating Committee, an alumna to fill that vacancy until the expiration of the regular term of office.

Section 2 **Board of Directors.** The Board of Directors shall be responsible for establishing policies for the governing of the Association and shall approve all standing Committee Chairs appointed by the President. It shall also approve any projects to be undertaken by the Association.

The specific duties of each Committee Chair and representative serving on the Board of Directors will be based on the Board's goals and directives, will be approved by the President and Board of Directors, and will be updated as necessary in the Board's policies.

Section 3 **Requirements for Directors.** Directors shall be expected to attend the Alumnae Board meetings in person or via conference call. Absences should be discussed with the President and Director of Alumnae Relations in advance, if at all possible, and accommodations made to have their duties covered during their absence. Directors are expected to support Salem College financially on an annual basis. No director shall serve on the Board while simultaneously being employed full-time by the College.

ARTICLE V

DIRECTOR OF ALUMNAE RELATIONS

- Section 1** The Director of Alumnae Relations shall be appointed by the Administration of the College with the approval of the Board of Directors of the Alumnae Association.
- Section 2** The Director of Alumnae Relations shall be the chief administrative officer of the Alumnae Association. The Director of Alumnae Relations shall make regular reports of activities to the Board of Directors.

ARTICLE VI

STANDING COMMITTEES AND CHAIRED COMMITTEES

- Section 1** The President shall assign the members of the Board of Directors to each standing committee and chaired committee to work under the direction of the Board of Director serving as Committee Chair. As the work of these committees is continuous, the personnel of these committees may rotate to provide exposure to Board members. Members of committees shall be eligible for reappointment.

The President may appoint alumnae, faculty and students of Salem College as associate members of committees. Special committees shall be created and members appointed when needed and shall serve until their specific duties are completed.

Committees work from mission statements and priorities determined and approved by the Board of Directors. A majority of members at any committee meeting shall constitute a quorum.

- Section 2** Standing committees shall be outlined as follows:

A. Nominating Committee

1. **Membership.** The Nominating Committee shall consist of a Committee Chair who is the Nominating Vice-President, the Association's immediate past-President, the Alumna Trustees and at the Committee Chair's discretion, up to three (3) additional members of the Board of Directors to serve as Nominating Committee members. All members of the Association shall have the privilege of suggesting nominees for each office and shall file such suggestions with the Committee Chair of the Nominating Committee.
2. **Duties.**
 - a. The committee shall nominate for each Board of Directors' position, subject to election, a person whose consent to nomination has been obtained by the Nominating Committee. Co-Vice-Presidents and Co-Committee Chairs may be nominated when deemed necessary by the Nominating Committee and President. The names of those whose

nomination has been approved by the Board of Directors shall be distributed to Association members in sufficient time that each shall have time to vote via proxy or in person at the Annual Meeting.

- b. The committee shall recommend to the Executive Committee the name of at least one alumna to be appointed to complete the unexpired term of any Alumna Trustee or Officer of the Association, should such a vacancy occur.

B. Alumnae Awards Committee

1. **Membership.** This committee shall consist of a Committee Chair, who is the Alumnae Awards Chair, and any alumnae representatives appointed to the committee by the Committee Chair, and the Director of Alumnae Relations.
2. **Duties.** This committee shall solicit nominations for and name recipients of the Alumnae Association awards presented to Alumnae.

C. Student Awards Committee

1. **Membership.** This committee shall consist of a Committee Chair, who is the Student Awards Chair, and any alumnae representatives appointed to the committee by the Committee Chair, and the Director of Alumnae Relations.
2. **Duties.** This committee shall solicit nominations from the faculty for and name recipients of the Alumnae Association awards presented to Students.

Section 3

Chaired committees shall be outlined as follows:

- A. Chaired Committees. Board members shall serve on one of seven (7) other chaired committees: Student Services, Development, Admissions, Alumnae Relations, Governance, Professional Development, and Diversity & Inclusiveness.
 1. **Membership.** Committee memberships will be determined by the President and each Board of Directors member serving as a Committee Chair as follows: College Fund Vice-President (Development Committee), Alumnae Relations Vice-President (Alumnae Relations Committee) Admissions Vice-President (Admissions Committee), Student Services Committee Chair (Student Services Committee), Recording Secretary (Governance Committee), Professional Development Chair (Professional Development Committee), and Diversity & Inclusiveness (Diversity & Inclusiveness Committee). Members may also be asked to serve as needed on standing committees at the request of: the Nominating Vice-President (Nominating Committee), the Student Awards Chair (Student Awards Committee) and Alumnae Awards Chair (Alumnae Awards Committee).
 2. **Duties.** Duties of the committee will be determined by the President and the Committee Chair, relevant to the purpose the committee has been formed, with input from the Committee members and Board of Directors.

ARTICLE VII

ALUMNA TRUSTEES

Section 1 **Number of Alumna Trustees.** There shall be at all times three (3) alumnae who represent the Salem College Alumnae Association on the Board of Trustees of Salem Academy and College.

Section 2 **Nomination for Alumna Trustees.**

- A. Each alumna shall have the privilege of recommending to the Nominating Committee of the Association the name of one alumna each election year to be considered for appointment as Alumna Trustee on the Board of Trustees of Salem Academy and College. The Nominating Committee may add names of other alumnae at its discretion.
- B. The committee shall nominate for each trustee slot, subject to election, a person whose consent to nomination has been obtained. The names of those whose nomination has been approved by the Executive Committee and the Board of Directors shall be distributed to the members of the Association prior to the Annual Meeting.

Section 3 **Appointment.** The President of the Association shall convey in writing to the Committee Chair of the Board of Trustees and President of Salem Academy and College the name of the alumna to be appointed to the Board of Trustees. The Committee Chair shall announce the appointment at the Annual Meeting and in the appropriate Salem publication.

Section 4 **Term of Offices**

- A. Each Alumna Trustee shall serve a four-year term on the Board of Trustees of Salem Academy and College, taking office at the next meeting following appointment.
- B. No Alumna Trustee appointed by the Alumnae Association shall serve consecutive four-year terms.
- C. In case a vacancy occurs during a term of office, the Nominating Committee shall recommend an alumna to the Executive Committee of the Alumnae Board for appointment to complete the unexpired term.

Section 5 **Duties**

- A. Alumna Trustees are expected to exercise fully their membership on the Board of Trustees, accepting fully the responsibilities pertaining thereto in adherence to the Constitution, By Laws, rules and procedures of the Board of Trustees.
- B. Alumna Trustees appointed by the Alumnae Association shall also be members

of the Board of Directors and of the Executive Committee of the Salem College Alumnae Association.

- C. Alumna Trustees shall report on the previous Board of Trustees meeting at each Board of Directors meeting.

ARTICLE VIII

ALUMNAE CLUBS

- Section 1** **Organization.** An individual or group of alumnae desiring to form a local club or sponsor a local event shall notify the Director of Alumnae Relations of their intentions and work with the Director of Alumnae Relations in the organization and establishment of such club or event.
- Section 2** **Purposes.** The purposes of the local club or sponsored event are, in general, those of the Association.
- Section 3** **Board of Directors.** Each Committee Chair may be invited to attend the Association Board of Directors meeting by the President.

ARTICLE IX

REGIONAL REPRESENTATIVES

- Section 1** **Appointment of Regional Representatives.** By way of the Nominating Committee, alumnae may be appointed to serve as Regional Representatives to the Board of Directors, as needed. Consideration shall be given to these positions to represent geographic areas that are not represented by Alumnae Clubs.
- Section 2** **Term of Appointment.** Each Regional Representative shall serve a three-year term on the Board. No Regional Representative shall be eligible for more than one successive re-appointment.
- Section 3** **Duties.** Each Regional Representative shall be knowledgeable of Association matters, be available to assist in Alumnae events in the geographic area, and bring to the Board concerns from the geographic area.

ARTICLE X

AMENDMENTS

These By Laws may be amended or repealed for operating purposes by a two-thirds majority of the Board of Directors of the Association present, pending ratification by a two-thirds majority of the Members of the Association present at the next Annual Meeting. Notice that the Members will be asked to vote on slated Officers and/or ratified amendments to the By Laws shall be distributed to

all Members in sufficient time that each shall be able to cast a vote via proxy or in person at the Annual Meeting.

ARTICLE XI

POLICIES

In order to comply with the provisions of these By Laws, it may be necessary from time to time to establish and/or amend specific policies and procedures. Such policies and procedures should be available for review by the Board of Directors, as necessary in performing their duties. Policies may be amended at any meeting of the Board of Directors by a two-thirds (2/3) majority of the votes cast.

ARTICLE XII

PARLIAMENTARY AUTHORITY

Roberts Rules of Order shall govern parliamentary procedure of this Association.