

Alumnae and Alumni of Vassar College Bylaws

Adopted June 1980 — Amended June 1992; June 2000; June 2005; June 2008

The following revised bylaws were ratified at the association's annual meeting on Saturday, June 7, 2008.

ARTICLE I. NAME

The name of this Corporation shall be the Alumnae and Alumni of Vassar College (hereinafter, the "Corporation" or "AAVC").

ARTICLE II. PURPOSE

The purpose of the Corporation shall be to lead the alumnae/i of Vassar College in advancing the interests of the College.

ARTICLE III. MEMBERSHIP

Sec. 1. Classes.

There shall be two classes of members, active and honorary, each with the same rights and privileges.

Sec. 2. Active Members.

Any graduate of Vassar College shall be an active member of the Corporation. Any former student of Vassar College shall become an active member of the Corporation when her or his class graduates from Vassar College.

Sec. 3. Honorary Members.

Any person nominated for honorary membership by a three-fourths vote of the entire Board of Directors shall become an honorary member upon election by a three-fourths vote of the members present at an annual meeting of the members of the Corporation. As used in these Bylaws, the term "entire board" means the total number of directors entitled to vote which the Corporation would have if there were no vacancies.

ARTICLE IV. BOARD OF DIRECTORS

Sec. 1. Number.

The affairs of the Corporation shall be managed by its Board of Directors. The number of directors constituting the entire board shall be the sum of the number of officer directorships, committee chair directorships, trustee directorships, adviser directorships, and at-large directorships but shall in all events be not more than twenty-two. The Board shall consist of the following: those individuals who are elected to the offices specified in or pursuant to Article V of these Bylaws (hereinafter, the "officer directors"); those individuals elected as committee chairs in accordance with Section 2, 3, 4 or 5 of Article IX of these Bylaws; those individuals (other than the President of the Corporation) who are nominated and elected to be AAVC trustees of Vassar College (hereinafter, the "trustee directors") in accordance with Article XII; and, as to the balance, those individuals who have been elected as at-large directors.

Sec. 2. Meetings.

The Board shall meet at stated times in its discretion or at the call of the President or at the written request of three directors filed with the Executive Director. Notice of each meeting shall be given not less than ten days in advance of such meeting. Unless otherwise specified in the notice thereof, any and all business may be transacted at any meeting of the Board.

Any one or more members of the Board of Directors or of any committee thereof may participate in a meeting of such Board or committee by means of a conference telephone or other communications equipment allowing all persons participating in the meeting to communicate with each other at the same time. Participation by such means shall constitute participation at such meeting in person.

Sec. 3. Quorum.

Except as may be otherwise specifically required by law or by the charter of the Corporation or by these Bylaws, eight directors shall constitute a quorum for the transaction of business at a Board meeting, and any act of a majority of those directors present at a meeting shall be the act of the Board.

Sec. 4. Vacancies.

Should any director position become vacant before the term of that director has expired, the President may fill such vacancy subject to ratification of the Board at the next Board meeting. Persons thus selected shall hold office until the first day of the first fiscal year following the next annual meeting of members, at which meeting the members will elect an individual to fill each unexpired term or a four-year term, as the case may be.

Sec. 5. Voting.

All binding action of the Board shall be by a majority vote of the members of the Board voting on any such questions, motion or issue except as may be otherwise specified herein. Members of the Board shall vote in person when present (including by telephone or other means) at a Board meeting, but when absent may communicate their vote in writing to the President with a copy to the Secretary on any proposition, and such written votes shall be counted to the same effect as if cast in person at such meeting. In the discretion of the President, between meetings of the Board, votes may be taken by mail, fax ballot, or electronic mail. In all such cases, the votes will be confirmed in

writing by the Secretary and may be changed up to the time specified for recording the vote, at which time the Secretary shall record the proposition and the outcome in the matter.

Sec. 6. Indemnification.

The Corporation, to the extent legally permissible and to the extent the status of the Corporation as an exempt organization under Internal Revenue Code Section 501(c)(3) is not affected thereby, shall indemnify any person serving or who has served as a director or officer, or member of any committee of the Board or of the Corporation, against all liabilities and expenses, including counsel fees, reasonably incurred for any act or omission arising out of and in the course of the performance of the duties of his or her face or position, or his or her current or prior service on behalf of the Corporation.

ARTICLE V. OFFICERS

Sec. 1. Officers.

The officers of the Corporation shall be the individuals elected by the membership to hold the offices specified below and such other officers as may from time to time be elected by the membership, each of them holding such offices and having such duties as the members shall prescribe at the time of election. All officers so elected shall be elected to four-year terms.

Sec. 2. Powers and Duties.

The powers and duties of the officers shall be such as the Board may prescribe, in addition to the following specified powers and duties:

- a. President: shall be the chief executive officer of the Corporation. The President shall be the chair of the Board of Directors and shall preside at all meetings of the Board of Directors, the members of the Corporation, and the Executive Committee.
- b. Director for Strategic Planning: shall oversee the strategic planning process and direct the progress of the Corporation, the current strategic plan, and serve as the primary liaison to the chairs of any task forces appointed in support of the Corporation's strategic plan.
- c. Director for Board Governance: shall be responsible for facilitating and supporting the work of the Corporation's committees and shall exercise the powers and perform the duties of the President in the event of the absence or incapacity of the President.
- d. Financial Adviser: shall have charge

of the financial affairs of the Corporation and shall present a financial report at each regular meeting of the Board of Directors.

Sec. 3. Vacancies.

The resignation of an officer shall be deemed also to be resignation of his or her directorship.

In the event of the death, resignation or removal of the President before the expiration of the President's term of office, the Director for Board Governance shall serve as President.

Except as provided in the preceding paragraph, the Board of Directors may fill a vacant office with any person that is a member of the Board of Directors. An individual appointed to fill a vacant office may hold two or more offices but shall be entitled to cast only one vote as director.

Each officer appointed pursuant to the foregoing provisions shall hold office until the first day of the first fiscal year following the next annual meeting of members, at which meeting the members will elect an individual to fill each unexpired term or a four-year term, as the case may be.

ARTICLE VI. EXECUTIVE DIRECTOR AND SECRETARY

The Board of Directors shall appoint an Executive Director and a Secretary. The Executive Director shall supervise the activities and affairs of the Corporation in accordance with policies and procedures established by the Board of Directors, and the Secretary shall be responsible for the records of the Corporation, the minutes of meetings of the Board of Directors and the annual meeting, notices of meetings, and the official correspondence of the Corporation.

ARTICLE VII. EDITOR AND EDITORIAL BOARD OF THE AAVC MAGAZINE: VASSAR, THE ALUMNAE/I QUARTERLY

Sec. 1. Editor.

The Board of Directors, in consultation with the Executive Director, shall appoint an editor of the AAVC magazine (currently called *Vassar*) who shall be responsible for the publication of the magazine.

Sec. 2. Editorial Board.

An editorial board to advise the editor (currently called the *Vassar* Advisory Committee) shall be appointed by the President in consultation with the editor.

ARTICLE VIII. MEETINGS OF MEMBERS OF THE CORPORATION

Sec. 1. Annual Meeting.

The annual meeting of the members of the Corporation, for the election of officer directors, the nomination of AAVC trustees of Vassar College, and the transaction of any other business, which may come before the meeting, shall be held at Vassar College at a time to be determined by the Board of Directors. Notice of each annual meeting shall be given to each member not less than thirty days in advance of such meeting.

Sec. 2. Special Meetings.

Special meetings of members of the Corporation shall be held at Vassar College at a time to be determined by the Board of Directors and may be called by the Board or upon the written request of two hundred members, representing at least fifteen classes and ten states, such request to be filed with the Executive Director and to specify a date therefor which is not less than two months, nor more than three months, from the date of such written request. Notice of such meeting shall be given to each member not less than thirty days prior to the date set for such meeting and shall give notice of the business to come before the meeting.

Sec. 3. Quorum.

Except as may be otherwise specifically required by law or by the charter of the Corporation or by these Bylaws, one hundred members shall constitute a quorum for the transaction of business at a members' meeting, and any act of a majority of the members present at a meeting shall be the act of the Corporation.

ARTICLE IX. COMMITTEES

Sec. 1. Executive Committee.

The Executive Committee shall, subject to such limitations as may be imposed by law, exercise such powers and perform such duties as the Board of Directors may from time to time direct. It shall consist of the President, the Director for Strategic Planning, the Director for Board Governance, the Financial Adviser, the Nominating Committee Chair and such other directors as may be appointed by the Board of Directors for one-year terms; provided, however, that at no time shall there be less than five members of the Executive Committee. The President shall be the chair of the Executive Committee.

Sec. 2. Nominating Committee.

The Nominating Committee shall consist of a chair and eight additional committee members. The chair of the Nominating Committee shall be elected as chair by the members of the Corporation at an annual meeting for a four-year term. The other eight committee members shall be elected by the Corporation membership from among its members at the annual meetings for

terms of three years in accordance with the following cycle: two members in the first year of the cycle and three members in each of the next two years.

Sec. 3. Fund Advisory Committee.

The Fund Advisory Committee shall consist of a chair and not less than four additional committee members. The chair of the Fund Advisory Committee shall be elected as chair by the members of the Corporation at an annual meeting for a four-year term. The other committee members shall be appointed by the Board for three-year terms. The Fund Advisory Committee shall assist the Vassar College annual fund director in encouraging the financial support of Vassar College by the membership.

Sec. 4. Alumnae House Committee.

The Alumnae House Committee shall consist of a chair and not less than two additional committee members. The chair of the Alumnae House Committee shall be elected as chair by the members of the Corporation at an annual meeting for a four-year term. The other committee members shall be appointed by the Board from for one-year terms. The Alumnae House Committee shall advise on the operation and supervise the decoration of the Corporation's headquarters at Alumnae House, Poughkeepsie, New York.

Sec. 5. Special Committees of the Board and of the Corporation.

The Board of Directors may create special committees of the Board or of the Corporation, designating by resolution the purpose and powers of such committees. The chairs of each special committee shall be appointed by the Board. The terms of membership on special committees shall be for such period as set forth in the resolution designating the purpose and powers of such committees.

ARTICLE X. FISCAL YEAR AND FINANCES

The fiscal year of the Corporation shall be the same as that of Vassar College.

Subject to applicable legal restrictions and accounting rules, all funds of the Corporation shall be allocated as the Board of Directors determines.

ARTICLE XI. VASSAR CLUBS

Sec. 1. Organization.

A group of graduates and former students of Vassar College voting to become a club with a purpose consistent with that of the Corporation and to abide by the provisions of this article shall, upon notifying the executive director of said vote, be registered as a Vassar club.

Sec. 2. Election of Officers.

Vassar clubs shall elect their officers in accordance with their own procedures and shall notify the executive director of the results of their elections promptly thereafter.

Sec. 3. Reports.

At the end of each club's fiscal year a report shall be given to the Executive Director of the work of the club for the year.

ARTICLE XII. ALUMNAE/ TRUSTEES

Sec. 1. Definition.

The alumnae/i representatives nominated by the membership of the Corporation, and elected by the Board of Trustees of Vassar College, to serve as trustees of Vassar College shall be the AAVC trustees of Vassar College.

Sec. 2. Number and Term.

There shall be no more than six AAVC trustees of Vassar College, each of whom, if elected an AAVC trustee, shall be eligible to serve for the standard term of a trustee of Vassar College (presently, four years).

Sec. 3. Nominations and Vacancies.

From a list of nominees presented by the Nominating Committee, the members of the Corporation shall nominate individuals to be AAVC trustees of Vassar College, subject to election by the Board of Trustees of Vassar College.

The members shall nominate one such individual in each even year and two such individuals in each odd year. The individual elected as President of the Corporation shall be deemed to be the members' nominee for a concurrent four-year term as an AAVC trustee of Vassar College.

In the event an AAVC trusteeship of Vassar College is vacated, the members of the Corporation shall, at the next annual meeting, choose a nominee to be proposed to the Board of Trustees of Vassar College for election to fill the unexpired term.

ARTICLE XIII. NOMINATIONS

Sec. 1. Nominations by Committee.

The Nominating Committee shall make nominations for all positions to which individuals are to be elected or for which nominations are to be made by the members of the Corporation in accordance with procedures adopted by the Board of Directors, and nominations may be made in no other way. The slate of the Nominating Committee shall be announced on the Corporation's website, www.aavc.vassar.edu, or by any other means deemed appropriate by the Board, at least forty-five days before the annual meeting, together with notice of the right to make independent nominations as provided in Section 2.

Sec. 2. Independent Nominations.

Nominations may also be made by petition, such petition to be signed by not less than fifty members, representing at least ten classes and five states, and filed with the executive director not more than thirty days after publication of the slate of the Nominating Committee. Such petition must be accompanied by the written permission of the candidate.

Sec. 3. Qualifications.

Each nominee to be an AAVC trustee of Vassar College shall be a graduate of Vassar College. All other nominees shall be members of the Corporation. No nominee's name shall be presented for vote without the nominee's consent.

ARTICLE XIV. ELECTIONS

Sec. 1. Method.

Directors, officers, and members of the Nominating Committee shall be elected and AAVC trustees shall be nominated by the members of the Corporation.

Sec. 2. Publication.

The names of all nominees for all offices who have been duly nominated as of the publication date of each year's spring issue of *Vassar, the Alumnaeli Quarterly* shall be published in such issue.

Sec. 3. Voting.

A member may vote in the manner and within the period prescribed by the Board of Directors.

ARTICLE XV. SEAL

The corporate seal shall be a disc bearing the name of the Corporation and the year of its organization and shall be in the custody of the executive director.

ARTICLE XVI. AMENDMENTS

Sec. 1. Procedure.

The Bylaws may be amended by a two-thirds vote of the entire Board of Directors, which amendment shall be ratified by a majority of the votes cast at a meeting of the members at which a quorum is present. Notice of proposed amendments shall be given to each member not less than thirty days in advance of such meeting.

Sec. 2. Waiver or Suspension.

At any time when a national emergency shall exist, any provision of these Bylaws may be waived or suspended during the period of said national emergency by a two-thirds vote of the entire board; provided, however, that such waiver or suspension does not result in a violation of the laws of the State of New York.

ARTICLE XVII. PARLIAMENTARY PROCEDURE

Except as otherwise provided in these Bylaws, Robert's Rules of Order Revised shall be the parliamentary authority of the members of the Corporation, the Board, and the committees of the Board and the Corporation.