

## **Bylaws of the New College Alumnae/i Association**

*Revised as of August 14, 2012*

### ***Article I - Organization and Purpose***

The New College Alumnae/i Association ("Association") is hereby organized as a nonprofit association adjunct to the New College Foundation, Inc. Its purposes are to promote communication among Alumnae/i and between Alumnae/i and New College, to sponsor activities and events for Alumnae/i, to advise the President of New College and the President of the New College Foundation, Inc. of alumnae/i concerns, and to provide financial and other assistance to New College in carrying out its educational mission.

### ***Article II - Membership***

1. Members. All graduates of New College shall become members of the Association upon graduation. Any person who has withdrawn from New College after having completed at least one academic term shall become a member of the Association upon advising the Vice Chair of the Association in writing of his desire to become a member and approval by vote of a majority of the Board of Directors. Membership shall also be extended to those designated as Honorary Alumnae/i by action of the Board of Directors.

2. General Meeting. There shall be a general meeting of all members of the Association between January 1 and June 30, which meeting shall coincide with the reunion.

### ***Article III – Board of Directors***

1. Number and Classification of Directors. The Association shall be governed by a Board of Directors, which shall consist of at least 12, but not more than 18, Directors at Large (not including ex officio directors or the past chair director as provided for by these bylaws).

a. Directors at Large. The Board of Directors shall consist of at least twelve (12) Directors at Large, which appointments shall be on a rolling schedule of three (3) year terms, as provided in this Article. Each Director at Large shall enjoy all of the duties, rights, and privileges accorded in these By-Laws.

b. Ex officio Directors. The President of New College of Florida, the President/CEO of the New College Foundation, Inc., and a representative designated by the New College Student Alliance shall serve as non-voting *ex officio* Directors. Each *ex officio* Director shall be invited to attend all regular meetings of the Board of Directors, and all events open to all members of the Association. Each *ex officio* Director may receive advance notice of votes, agendas and other business of the Association as the Board of Directors or the Executive Committee may deem reasonable and appropriate. Each *ex officio* Director may receive copies of Board documents as the Board of Directors or the Executive Committee may deem reasonable and appropriate.

c. Past Chair. Upon the end of his term, the Association Chair of the Board may automatically serve a term of one year on the Board as the Past Chair Director. The Board in its discretion may vote to extend the Past Chair Director's term as necessary, but for no more than a total of three years. The Past Chair Director shall enjoy all of the duties, rights, and privileges accorded in these By-Laws to the Directors at Large. The Past Chair Director shall not be an Officer of the Board.

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### 2. Meetings.

a. *Regular meetings: Schedule.* The Board of Directors shall annually set a prospective schedule of regular meetings. At least two (2) meetings shall occur in Sarasota. One of the meetings in Sarasota shall coincide with the general meeting of the Association as provided for in Article II and one shall coincide with graduation.

b. *Additional meetings.* The Board may have such additional meetings as the Executive Committee may establish which may be held in Sarasota, Florida, at another location, or via electronic communication. The Executive Committee shall make reasonable efforts to provide notice of such additional meetings to all Directors.

c. *Quorum.* Except as provided in these Bylaws, all actions of the Board of the Directors require a majority vote of a quorum. A quorum shall consist of seven (7) voting Directors, regardless of total number of Directors on the Board, attending a meeting, in person, by telephone, by proxy or via electronic communication when allowed. As used in this document, any reference to voting or the number of votes needed pertains only to Directors authorized to vote by these by-laws.

d. *Proxies.* There shall be no general proxies. In order to be valid, a proxy must be in writing, must be addressed to another Director, and must authorize that Director to vote as specified in the written proxy on behalf of the Director giving the proxy.

### 3. Appointment of Directors at Large

a. *Appointment: Schedule.* Appointments shall be made annually and shall be for a term of three (3) years. Prior to January 15<sup>th</sup> of each year, the Board of Directors shall determine the number of Directors at Large it will appoint that cycle and notify the Association.

b. *Appointment: Notice.* Beginning on January 15<sup>th</sup> of each year, the Governance Committee of the Association shall begin accepting applications for the Director at Large positions that shall be filled that year. Prior to January 15<sup>th</sup> of each year, the Governance Committee shall determine the application deadline for that year, taking into consideration the need to publish the statements of the applicants and receive comment from the Association.

c. *Appointment Procedure.* The Governance Committee shall create, and the Board shall approve, an application for consideration for appointment to the Board of Directors. The Executive Committee shall make the application available to the membership and, after receiving the applications, shall publish, within 10 days after the application deadline, the statements of intent, or other candidate information, pursuant to guidelines established by the Board for comment by the entire Association.

d. *Appointment: Applicants.* Any member of the Association wishing to be appointed to a position of Director at Large shall submit a written application to the Governance Committee of the Association at the office of the Association prior to the deadline set by the Governance Committee. The Governance Committee shall be responsible for vetting the applicants and shall make recommendations to the Board of Directors, who shall vote on the appointments at the meeting that coincides with graduation. Applicants receiving a majority of the votes of the board members attending that meeting shall be appointed to the

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available openings. The newly appointed directors shall become active at the next regular meeting and shall continue to serve, unless removed, through the day before the regular meeting that occurs closest to three years later.

- e. *Vacancies.* If a vacancy of a Director at Large position occurs prior to the notice for the next appointment cycle, or if not enough applications are received to fill the open slots, the Executive Committee shall fill the position(s) utilizing the same factors considered during the appointment cycle. The appointment shall be for the remainder of the term vacated or unfilled.

4. *Responsibilities of Directors.* It is required that Directors shall regularly attend the meetings of the Board of Directors and actively participate in the affairs of the Board of Directors and of the Association as a whole.

5. *Removal of Directors.* In the event that a Director at Large fails to attend at least two consecutive meetings of the Board of Directors, beginning at the second meeting and continuing at every applicable meeting thereafter, the Board shall vote on the proposed removal of that Director. If a Director proposes to remove another Director for any reason other than failure to attend meetings of the Board of Directors, that Director shall provide notice to the Executive Committee, and the Executive Committee shall then provide notice of any pending action to remove any Director to all members no later than fourteen (14) days before consideration of the removal at a Board meeting. A Director at Large may be removed from office by a two-thirds majority vote of the Directors at Large attending that meeting.

### ***Article IV - Officers***

1. *Offices, Election, Term of Office, and Qualifications.* There shall be a Chair, a Vice Chair, and a Treasurer of the Association, who shall be elected by the Board of Directors from among its voting members, and shall serve a term of one year. Additionally, there shall be a Communications/Events Representative and the Chair of the Governance Committee who shall be elected by the Board of Directors to serve one (1) year terms. Continued service in any office is contingent upon continued service as a member of the Board of Directors.

2. *Vacancies.* A vacancy in any office shall be filled by majority vote of the Board of Directors at its next meeting. Should the office of Chair become vacant, the Vice Chair shall serve as Acting Chair until the next meeting of the Board of Directors, at which time the vacancy shall be filled by majority vote of the Board of Directors.

3. *Removal; Notice.* An officer may be removed from office by a two-thirds majority vote of the remaining members of the Board of Directors attending the meeting, provided that notice of the proposed removal has been sent to the Board of Directors at least fourteen (14) days prior to the vote.

4. *Chair; Powers and Duties.* The Chair shall be the chief executive officer of the Association, and shall have general supervision over the business of the Association,

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subject to the control of the Board of Directors. He shall preside at all meetings of the Association and of the Board of Directors. He may sign disbursement authorizations and shall sign other legal or official documents on behalf of the Association. He shall supervise all voluntary or employee administrative staff of the Association. He shall serve as a liaison between the Association and the Alumnae/i Chapters, New College, and the New College Foundation, Inc. He additionally shall perform such other duties as from time to time may be assigned to him by the Board of Directors.

5. *Vice Chair; Powers and Duties.* The Vice Chair shall ensure that the minutes of all meetings of the Association, the Board of Directors, and the Executive Committee are kept. All meetings of the Board of Directors will be audio recorded. Copies of all audio records shall be archived in the Association office. The Vice Chair or his ~~or~~-designee shall distribute copies of the minutes to members of the Board of Directors. Copies of audio recordings will be available upon request at cost or as otherwise provided by the Board. Copies of the minutes shall be distributed to chapter heads designated as such by the Executive Committee and upon request of such chapter head. Audio recordings will be available to members of the Association upon request at cost. He shall ensure that there is a list of names and current addresses of all members of the Association. He shall preside over meetings of the Association or the Board of Directors in the absence of the Chair, and in such event shall designate another member of the Board of Directors to ensure that the minutes of the meeting are recorded.

6. *Treasurer; Powers and Duties.* The Treasurer may sign disbursement authorizations and shall maintain a full and correct statement of the accounts of the Association, and shall present the same to the Association and the Board of Directors at each of their meetings.

7. *Communications/Events Representative.* The Communication/Events Representative shall serve as the liaison between the Board of Directors and the Association's committees. He shall additionally assist as necessary in the planning for Chapter Events and Reunion.

8. *Chair of the Governance Committee.* The Chair of the Governance Committee shall serve as the liaison between the Board of Directors and the Governance Committee. He shall provide ongoing counsel to the Executive Committee on steps that can be taken to enhance the effectiveness of the Board of Directors.

### ***Article V - Committees***

1. *Executive Committee.* There shall be an Executive Committee, consisting of the Chair, the Vice Chair, the Treasurer, the Communications/Events Representative, and the Chair of the Governance Committee, which shall meet, in person or by conference call, at all such times as it deems necessary between regular meetings of the Board of Directors. It shall possess and exercise the normal powers of the Board of Directors in the management of the business affairs of the Association, except that any action taken by the Executive Committee may be rescinded or modified by majority vote of the Board of

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Directors at its next meeting. The Chair shall preside over all meetings of the Executive Committee and shall report to the Board of Directors at each of its meetings upon all actions taken by the Executive Committee. The Executive Committee shall consult with the President of New College with respect to the business of the Association from time to time as the Executive Committee may deem reasonable and appropriate.

2. *Governance Committee.* There shall be a Governance Committee, consisting of at least three members, which shall meet in person or by conference call at all such times it deems necessary. Membership in the Governance Committee shall be limited to present and former Board Directors. It shall lead and assist the Board of Directors in reviewing and updating the role and responsibilities, composition, knowledge, effectiveness, and leadership of the Board of Directors. The Governance Committee shall additionally have responsibility for the supervision and conduct of the Board of Director appointments, pursuant to the provisions of Article III of these By-Laws.

3. *Other Committees.* The Board of Directors shall establish such other permanent or temporary committees as it from time to time deems appropriate. At its discretion, the Board may appoint members of the Association to committees for specific purposes and limited duration. Ad hoc committee appointments may be made at any meeting by a two-thirds majority vote of the members of the Board of Directors attending the meeting, provided that notice of the proposed appointment has been sent to the Board of Directors at least fourteen (14) days prior to the vote.

### ***Article VI – Indemnification***

The Association shall indemnify and save harmless any member of the Board of Directors of and from liability resulting from any suits, actions, or judgments arising out of his conduct in good faith of the affairs of the Association, or arising out of the mere fact of his membership on the Board of Directors. Further, the Association shall pay all costs, legal expenses, attorneys fees or any other charges that said member of the Board of Directors may incur in the defense of any claim, suit or action that may be instituted against him in his individual capacity based upon his conduct in good faith of the affairs of the Association, or upon the mere fact of his membership on the Board of Directors. This Article shall not apply to any member of the Board of Directors who violates any federal, state or local law, ordinance or regulation; or who undertakes any act outside his capacity or authority as a member of the Board of Directors, or that exceeds or violates any mandate of the Board of Directors.

### ***Article VII - General***

1. *Amendment of By-laws; Notice and Limitations.* These By-Laws may be amended at any meeting by a two-thirds majority vote of the Board of Directors attending the meeting, provided that notice of the proposed amendment has been sent to members of the Board of Directors at least fourteen (14) days prior to the vote. No action shall be taken by amendment which would adversely affect the status of the Association or any affiliated body as an organization exempt from Federal income taxation under Section

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501(a) of the Internal Revenue Code of 1986 (I.R.C.), as amended; as an organization described in I.R.C. Section 501(c)(3), and contributions to which are deductible under I.R.C. Section 170(c)(2).

2. Agents and Representative. The Board of Directors may appoint such agents and representatives of the Association, with such powers and to perform such acts or duties on behalf of the Association as the Board may see fit, so far as may be consistent with these By-Laws, and to the extent authorized or permitted by law.

3. Exempt Activities. Notwithstanding any other provision of the By-Laws, no Director, officer, employee, or representative of this Association shall take any action, or carry on any activity by or on behalf of this Association, which would adversely affect the status of the Association or any affiliated body as an organization exempt from Federal income taxation under Section 501(a) of the Internal Revenue Code of 1986 (I.R.C.), as amended; as an organization described in I.R.C. Section 501(c)(3), and contributions to which are deductible under I.R.C. Section 170(c)(2).

4. Dissolution. Upon any dissolution or winding up of the affairs of this association, whether voluntary or involuntary, the assets of the Association then remaining in the hands of the Board, after all debts have been satisfied, shall be distributed, transferred, conveyed, delivered and paid over, in such amounts as the Board may determine, or as may be determined by a court of competent jurisdiction upon the application of the Board, exclusively to charitable religious, scientific, literary, or educational organizations which then qualify for exemption from Federal income taxation as an organization described in I.R.C. Section 501(c)(3) and the Regulations thereunder (as they now exist or as they hereafter may be amended), and contributions to which are deductible under I.R.C. Section 170(c)(2) and the Regulations thereunder (as they now exist or as they hereafter may be amended).

5. Gender Neutrality of By-Laws. When used herein, the masculine pronoun includes reference with equal force and effect to the feminine.

*As amended August 14, 2012.*

*Previously approved revisions: November 5, 2011; November 8, 2008; February 20, 2007; November 9, 2007; August 14, 2007; August 16, 2006; and November 7, 2003.*