

BY-LAWS
Alumnae Association of Wilson College
Chambersburg, PA

ARTICLE I. INTRODUCTION

Section 1.1. Name

The name of this organization shall be the Alumnae Association of Wilson College (hereinafter referred to as the "Association").

Section 1.2. Purpose

As provided in its Articles of Incorporation (as amended from time to time) the Association is organized under Section 501(c)(3) of the Internal Revenue Code of 1986 and the Pennsylvania Nonprofit Corporation Law of 1988 and shall be operated exclusively for charitable and educational purposes that advance the interests of Wilson College in Chambersburg, PA (hereinafter referred to as the "College"). In furtherance thereof

- a. to enhance opportunities for interaction among alumnae;
- b. to encourage opportunities for interaction between alumnae and all members of the College community;
- c. to preserve the unique traditions of the College;
- d. to assist in recruiting and retaining students for the College;
- e. to assist in raising funds for the College;
- f. to promote alumnae interest and involvement in academic and student affairs; and
- g. to assist in the development of College policy.

No substantial part of the activities of the Association shall be devoted to carrying on propaganda or otherwise attempting to influence legislation, and the Association shall not participate or intervene in any political campaign on behalf of any candidate for public office (including the publishing or distributing of statements).

Section 1.3. Structure

The structure of the Association shall include the Board of Directors (hereinafter referred to as the "Board"), class organizations, regional organizations, and the Office of Alumnae Relations. Subject to the rights of the members and any limitations set forth elsewhere in these By-Laws or the Articles of Incorporation and the laws of the Commonwealth of Pennsylvania, the affairs of the Association shall be under the general direction of the Board, which shall administer, manage, preserve, and protect the property of the Association.

Section 1.4. Office Location

The principal and registered office of the Association shall be located in Alumnae House at the College in Chambersburg, Franklin County, PA, or at such place as the Board may designate and the business of the Association may require in accordance with 15 Pa. CSA§ 5507 or as amended.

ARTICLE II. MEMBERSHIP IN THE ASSOCIATION

Section 2.1. Voting Members

- a. Graduates of a degree program of the College shall automatically be members of the Association immediately following their receipt of the degree.
- b. Students who complete a certification program of the College shall automatically become members of the Association following their receipt of the certificate.

- c. Former students who have successfully completed at least two (2) semesters through the College shall become members concurrent with the graduation (commencement) of their original classes.
- d. Former students who have completed fewer than two (2) semesters of Wilson College coursework may apply in writing for membership. Upon approval of the President of the Association and the Director of Alumnae Relations, these students shall become members concurrent with the graduates of their original classes when applicable.
- e. Each member of the Association shall be entitled to one vote on each matter before the members. The manner of voting on any matter may be by in-person voice vote, ballot, mail, or any other reasonable means the Board may decide and in accordance with the laws of the Commonwealth of Pennsylvania.

Section 2.2. Honorary Members

- a. Those non-alumnae who are granted honorary degrees from the College shall become honorary members of the Association.
- b. College faculty and administration granted emerita/us status shall become honorary members of the Association.
- c. Any member of the Association may nominate persons for honorary membership, which shall be granted by a vote of two-thirds (2/3) majority of those present at the next convened Board meeting following the nomination.
- d. Honorary members shall share all the rights and privileges of membership except voting privileges.

Section 2.3. Meetings of the Association

- a. An annual meeting of the members of the Association (hereinafter referred to as the “Annual Meeting”) shall be held at the College at a time to be fixed by the Board. Printed notice of this meeting shall be distributed to the membership at least thirty (30) days prior to the meeting.
- b. Special meetings of the Association may be called at any time and place at the written request of two-thirds (2/3) majority of the members of the Board. Printed notice of such special meetings, together with a statement of the special business to be considered, shall be sent via first-class mail to the members by the President of the Association at least thirty (30) days prior to the meeting.
- c. There shall be a presiding officer at every meeting of the Association. If present, the President shall be the presiding officer. If the President is not present, the Vice President shall be the presiding officer. If neither the President nor the Vice President is present, the Treasurer shall be the presiding officer.
- d. Fifty (50) members of the Association shall constitute a quorum for the transaction of business at any meeting of the Association. The act of a majority of the members present and voting at such meeting shall be sufficient for approval of voting measures, except when the By-Laws specifically require a greater number of votes.
- e. The rules of parliamentary practice as set forth in the latest edition of Robert's Rules of Order shall govern the proceedings of the Association.

ARTICLE III. BOARD OF DIRECTORS

Section 3.1. Authority

Subject to rights of members of the Association, the Board shall have and exercise corporate powers prescribed by law and shall be the highest institutional authority for the Association. The

Board's ultimate authority is affirmed through its general and financial policy-making functions and its responsibility for the welfare of the Association and its financial health. All Board members and Nominating Committee members shall agree to abide by the By-Laws. The Articles of Incorporation, the By-Laws and approved Board policy statements shall take precedence over all other organizational statements, documents, and procedures.

Section 3.2. Composition

The Board shall be composed of the President, the Vice President, the Secretary, the Treasurer, three (3) representatives of the Association who serve on the Board of Trustees (hereinafter referred to as "Alumnae Trustees"), and the Directors, whose number shall be no less than fifteen (15) and no more than twenty (20) elected at large from members of the Association. The Director of Alumnae Relations and the Chair of the Nominating Committee shall serve as non-voting members of the Board.

Section 3.3. Terms of Office

Members of the Board and Nominating Committee shall serve a term of three (3) years and shall be eligible for re-election to any office on the Board or Nominating Committee, provided that members shall not exceed a term limit of nine (9) consecutive years. Members who have served more than half a term are considered to have served a full term in that office. Members who have served consecutive terms to the maximum of nine (9) years shall not be eligible for re-election to any office on the Board or Nominating Committee for a period of three (3) years.

Section 3.4. Committees

The Board shall have the following committees: Nominating Committee, Executive Committee, Standing Committees, and Ad Hoc Committees.

Section 3.5. Directors

- a. Directors shall serve a term three (3) years and shall be eligible for re-election to one (1) consecutive term.
- b. Members of the Board or Nominating Committee who fail to attend two (2) consecutive Board meetings without prior notification and excusable reason to the President of the Association shall cease to be members of the Board or the Nominating Committee.
- c. Each Director shall serve on at least two (2) Standing Committees.

Section 3.6. Duties and Responsibilities

- a. The Board shall conduct the affairs of the Association between meetings of the Association.
- b. The Board shall plan and organize events and activities for the benefit of the membership of the Association. These events and activities are to include but not limited to Reunion Weekend and a fall event.
- c. The Board shall assist the College in maintaining regular communication with members of the Association and other constituencies of the College through the *Wilson Magazine* and the College web site, and by encouraging class and regional representatives to regularly communicate with their classmates and/or constituents.
- d. The Board shall develop and implement policies and procedures it deems appropriate to the discharge of its responsibilities.

Section 3.7. Meetings of the Board

- a. Meetings of the Board shall be held three (3) times a year, generally in the fall, winter, and spring.
- b. Meetings of the Board shall be open to all members of the Association except when

the Board is meeting in Executive session. Non-members of the Association may attend meetings at the invitation of the President of the Association.

- c. A simple majority of the voting membership of the Board shall constitute a quorum for transactions of the business of the Board.
- d. A special meeting of the Board may be called by the President of the Association or at the written request of seven (7) members filed with the Secretary. Written notice of the meeting fixing the time and place of the meeting shall be received at least two (2) weeks prior to the meeting.
- e. Each member of the Board shall be entitled to one vote on each matter before the members. The manner of voting on any matter may be by in-person voice vote, ballot, mail, or any other reasonable means the Board may decide and in accordance with the laws of the Commonwealth of Pennsylvania.
- f. There shall be a presiding officer at every meeting of the Board. If present, the President shall be the presiding officer. If the President is not present, the Vice President shall be the presiding officer. If neither the President nor the Vice President is present, the Treasurer shall be the presiding officer.
- g. The rules of parliamentary practice as set forth in the latest edition of Robert's Rules of Order shall govern the proceedings of the Board.

Section 3.8. Action without Formal Meeting

Any action that may be taken at a meeting of the Board may be taken without a formal meeting, if a consent or consents in writing setting forth the action so taken shall be signed by all members of the Board in office who are entitled to vote and shall be filed with the Secretary of the Association. These written results shall be available for review by the Board.

Section 3.9. Nominations and Elections

- a. Each year at the winter meeting of the Board, the Nominating Committee shall submit to the Board a slate for approval consisting of:
 - (1) The names and biographies of at least five (5) nominees to serve as Directors.
 - (2) The name and biography of one (1) nominee to serve as Alumnae Trustee, which nominee shall have been previously approved by the Board of Trustees' Committee on Trusteeship.
 - (3) The name and biography of one (1) nominee to serve as an elected member of the Nominating Committee.
 - (4) The name and biography of one (1) nominee for the office to be filled on a rotating three (3) year cycle:
 - (a) The President
 - (b) The Vice President and the Treasurer
 - (c) The Secretary
- b. The slate of nominees shall be presented to the Association no less than thirty (30) days prior to the Annual Meeting through the medium of the *Wilson Magazine* and the alumnae page on the College web site. Included with the slate shall be a mail ballot for return to the Office of Alumnae Relations and instructions for submitting an electronic ballot.
- c. Members may vote on the slate of nominees by casting a vote in person at the Annual Meeting, by mail ballot or by electronic ballot and that such participation shall be counted toward the quorum requirement for the meeting.
- d. The results of the election shall be certified and reported by the Secretary of the Association at the Annual Meeting. The new Officer(s), the Directors, the Alumnae Trustee, and the member of the Nominating Committee shall assume their duties

immediately following the conclusion of the meeting of the Board subsequent to the Annual Meeting.

Section 3.10. Vacancies

Vacancies occurring on the Board with the exception of the office of the President shall be filled by recommendation of the President of the Association in consultation with the Nominating Committee. Such recommendations are subject to Board approval prior to the candidate taking office. Each member so appointed shall serve for the unexpired portion of the term of the member being replaced, and until the member's successor is elected. In the event of a vacancy in the office of Alumnae Trustee, the President of the Association shall fill the unexpired term subject to approval by the Board of Trustees' Committee on Trusteeship. In the event of a vacancy in the office of the President of the Association, the Vice President shall serve for the unexpired portion of the term.

Section 3.11 Disciplinary Process

In the event a Director, Officer or Alumnae Trustee fails to perform her duties, disciplinary action may be warranted. The procedures for disciplinary action shall follow those described as set forth in the most recent version of Robert's Rules of Order, and in accordance with the laws of the Commonwealth of Pennsylvania.

Section 3.12. Standard of Care and Fiduciary Duty

- a. Each member of the Board shall stand in a fiduciary relation to the Association and shall perform duties as a member, including the duties as a member of any committee of the Board upon which a member may serve, in good faith and free of conflict of interest, in a manner a member reasonably believes to be in the best interests of the Association, and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances. In performing duties, each member shall be entitled to rely in good faith on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by any of the following:
 - (1) one or more Officers or employees of the College whom the member reasonably believes to be reliable and competent in the matters presented;
 - (2) counsel, public accountants or other persons as to matters which the member reasonably believes to be within the professional or expert competence of such persons; and
 - (3) a committee of the Board upon which the member does not serve, as to matters within its designated authority, which committee the member reasonably believes to merit confidence.
- b. A member of the Board shall not be considered to be acting in good faith if the member has knowledge concerning the matter in question that would cause reliance to be unwarranted.

ARTICLE IV. OFFICERS

Section 4.1. Titles and Qualifications

Officers of the Association shall consist of a President, a Vice President, a Secretary, and a Treasurer. All Officers shall be graduates of the College. The President and the Vice President shall have served on the Board for at least three (3) years.

Section 4.2. Terms of Office

Each Officer shall serve a term of three (3) years and may serve no more than one (1) consecutive term of three (3) years in the same office.

Section 4.3. Duties of Officers

- a. The President shall be the chief executive officer of the Association; shall act as Chair of the Board and preside at all meetings of the Association, the Board, and the Executive Committee; shall serve as spokesperson for the Board; shall have the right to vote on all questions; shall appoint members to all Standing and Ad Hoc committees; shall appoint two members to the Nominating Committee with the approval of the Board; shall assess the performance of the Director of Alumnae Relations, in conjunction with a College administration designee; shall be an ex-officio member of all Standing and Ad Hoc committees, except the Nominating Committee; shall present the annual report of the Board to the membership at the Annual Meeting, which report shall be printed and sent to the membership; shall attend all meetings of the Trustees of the College as a voting member representing and accountable to the Association; and shall perform all the duties commonly pertaining to the office and such other duties as the Board may prescribe.
- b. The Vice President shall temporarily exercise the powers and perform the duties of the President of the Association in the event of the absence, illness, or disability of the President. In the event of the resignation, removal from office, or death of the President, the Vice President shall assume the office of the President for the remainder of the unexpired term.
- c. The Secretary shall keep the record of the proceedings of the Association, the Board, and the Executive Committee and shall conduct correspondence as directed by the President. Within thirty (30) days of any meeting, the Secretary shall file the minutes with the Director of Alumnae Relations. The Secretary shall report regularly to the Board and to the Association.
- d. The Treasurer in conjunction with the Director of Alumnae Relations and the Finance Committee shall provide oversight of the management and disbursement of funds of the Association; shall ensure that the record of funds of the Association is maintained properly; shall ensure within sixty (60) days of fiscal year-end that all financial records are compiled and submitted to an independent auditing firm in preparation for the annual review; shall supervise preparation of an annual budget for approval by the Board; and shall present periodic financial statements to the Board. The Treasurer shall serve as the Chair of the Finance Committee and shall report at the Annual Meeting on the financial affairs of the Association.

ARTICLE V. ALUMNAE TRUSTEES

Three (3) Alumnae Trustees shall serve as representatives of the Association to the Board of Trustees of the College. They shall be voting members of the Board and the Board of Trustees. The Alumnae Trustees shall be nominated by the Nominating Committee with one (1) person nominated each year.

Section 5.1. Qualifications

- a. Alumnae Trustees must have graduated from the College a minimum of five (5) years prior to nomination.
- b. Prior to being placed on the Association's ballot for election, the nominee shall have been approved by the Board of Trustees' Committee on Trusteeship.
- c. Prior service as a Director of the Board is strongly recommended, but not required.

Section 5.2. Terms of Office

- a. Alumnae Trustees shall serve a term of three (3) years and shall not be eligible for

re-election to the same office.

- b. An Alumnae Trustee who has been appointed to fill an unexpired term may be eligible for election to a subsequent three (3) year term subject to approval of the Board of Trustees' Committee on Trusteeship.

Section 5.3. Duties of Alumnae Trustees

- a. Alumnae Trustees shall serve as the primary liaisons between the Association and the Board of Trustees.
- b. Alumnae Trustees shall attend all regularly scheduled meetings of the Board and of the Board of Trustees and shall be prepared to report on Trustee activities at all Board meetings. Alumnae Trustees may also be requested to attend special meetings called by either the Board or the Board of Trustees.
- c. Alumnae Trustees shall present a written report of the actions of the Board of Trustees to the Association at the Annual Meeting, which report shall be printed and distributed to the membership.
- d. Alumnae Trustees shall serve on the Executive Committee of the Board.

ARTICLE VI. COMMITTEES

Section 6.1. Nominating Committee.

- a. The Nominating Committee shall be composed of three (3) members elected by the Association, each to serve a term of three (3) years, and two (2) members appointed from the Board by the President of the Association, each to serve for a term of one (1) year.
- b. Of the three (3) elected members, who shall be graduates of the College, one shall be elected each year; the senior member shall act as Chair and shall attend all meetings of the Board as a non-voting member. Elected members shall be eligible for re-election to one (1) consecutive term.
- c. Appointed members shall serve on at least one (1) other Standing Committee and shall serve no more than three (3) consecutive one (1) year terms. Each of the appointed members shall have served at least one (1) year on the Board.
- d. The Nominating Committee shall perform the duties of Board governance to include:
 - (1) providing orientation for new Board members;
 - (2) conducting an annual evaluation of the performance of the Board and committees;
 - (3) addressing conflict of interest issues and overseeing compliance with the Code of Conduct; and
 - (4) suggesting continuing education for Board leadership.

Section 6.2. Executive Committee

- a. The Executive Committee of the Board shall consist of the President, the Vice President, the Secretary, the Treasurer, and the Alumnae Trustees.
- b. The Executive Committee shall meet at the discretion of the President or upon request by three (3) members of the Executive committee to the President of the Association to supervise the affairs of the Board and to facilitate Board activities and responsibilities. The Executive Committee may act for the Board between meetings and shall perform such other duties as specified in these By-Laws. None of its actions shall conflict with actions taken by the Board or the Association.

- c. The President shall serve as Chair of the Executive Committee and shall present a full report of all Executive Committee decisions to the Board at the next regularly scheduled meeting of the Board.

Section 6.3. Standing Committees

Standing Committees shall be established by the Board to carry out the purposes of the Association. Members of Standing Committees shall be appointed by the President of the Association and shall serve at her discretion. Members of committees may be selected from the Board, from the Association, from the College Administration, and other constituencies of the College. Standing Committees shall meet as necessary to accomplish their tasks and shall report to the Board at each Board meeting.

Section 6.4. Ad Hoc Committees

Ad Hoc Committees may be established by the President of the Association from time to time to address specific issues. Members of Ad Hoc Committees shall be appointed by the President and shall serve at her discretion. Members of committees may be selected from the Board, from the Association, from the College Administration and other constituencies of the College. During their tenure, Ad Hoc Committees shall present written reports to the Board at the request of the President.

ARTICLE VII. FISCAL PROVISIONS

Section 7.1. Fiscal year

The fiscal year shall coincide with the academic year – July 1 through June 30.

Section 7.2. Funding

The Association shall have its operating expenses provided by the College. In addition to its budgetary appropriation from the College, the Association shall maintain and manage funds acquired through promotional and fundraising programs, shall maintain class treasury and other designated restricted funds, and shall manage all assets of the Association. No part of any net income or earnings of the Association shall inure to the benefit of any individual apart from such disbursements as are reasonably necessary for normal operating expenses in accomplishing the aforementioned purposes.

Section 7.3. Budget

Annually, the Director of Alumnae Relations, after consultation with the Treasurer, shall prepare a budget for approval by the Board.

Section 7.4. Records and Reports

- a. The Director of Alumnae Relations shall deposit all monies including restricted and unrestricted funds collected by the Association and keep a record thereof.
- b. The Director of Alumnae Relations and the Treasurer shall prepare periodic financial statements for review by the Board in the conduct of its normal order of business at Board meetings.

Section 7.5. Annual Review

The Association shall authorize an annual review of all financial records as promulgated by generally accepted accounting principles under the American Institute of Certified Public Accountants' (AICPA) guidelines by an independent certified public accountant. The Director of Alumnae Relations shall provide the annual financial review for approval by the Board, and copies of such review to members of the Association, upon request.

Section 7.6. Dissolution

In the event of dissolution of the Association, all of the assets of the Association shall pass to and become assets of the College.

ARTICLE VIII. OFFICE OF DIRECTOR OF ALUMNAE RELATIONS

Section 8.1. Position

The Director of Alumnae Relations shall be employed by the College and shall report to the Vice President for College Advancement and the President of the Association.

Section 8.2. Duties of the Position

- a. The Director of Alumnae Relations shall advance the vision and mission of the College and the Association by serving as the primary liaison between the College and the Association. As the primary liaison, the Director of Alumnae Relations shall foster good communication between the College and the Association. The Director of Alumnae Relations shall be responsible for the oversight of the activities of the Office of Alumnae Relations designed to serve members of the Association and the College, and furthermore shall play an integral role on the Advancement team and shall be involved in activities supportive of the work in Enrollment, Academics, and Student Affairs. The Director of Alumnae Relations shall coordinate and assist the elected members of the Board to direct the activities of the Association in concert with the College’s traditions, mission, vision, and strategic initiatives.
- b. The Director of Alumnae Relations shall select the professional and non-professional staff necessary to perform the work of the Office of Alumnae Relations and the Association with the approval of the President of the College.
- c. The Director of Alumnae Relations shall serve as a non-voting member of the Board.

Section 8.3. Vacancy

In the event of a vacancy in the office of the Director of Alumnae Relations, qualified candidates shall be selected by a committee appointed by the President of the Association and shall be recommended to the President of the College for employment. The committee shall consist of two (2) Directors, one (1) Alumnae Trustee, two (2) members of the Association who shall not be current Directors, the Vice President for College Advancement, and the President of the Association.

ARTICLE IX. CLASS AND REGIONAL ORGANIZATIONS

Section 9.1. Class Organizations.

Prior to commencement each class shall organize itself by electing such officers as are deemed necessary to carry out its activities. Succeeding elections shall be held at each reunion. Each class shall notify the Director of Alumnae Relations of its officers and activities.

Section 9.2. Regional Organizations.

Regional organizations, which may be known as clubs, may be formed at the request of alumnae wherever there is a group of interested alumnae. Each year, these organizations shall report to the Director of Alumnae Relations the names of their officers, a statement of their activities, and dates of meetings to be held.

ARTICLE X. AMENDMENTS

These By-laws may be amended or revised at any meeting of the Association by a vote of two thirds (2/3) of the members present following approval by a vote of two thirds (2/3) of the members of the Board, provided written notice of the proposed amendments or revision is sent to each member of the Association at least one (1) month prior to the meeting.

Notes:

- **This version was approved by the Alumnae Association membership on June 5, 2010.**
- **Revisions were approved by the Alumnae Association membership on June 2, 2012.**