

Revised by the Bylaws Committee - February 2010

Approved by the Alumni Association Board of Directors - March 14, 2010

With Additional Clarification to Article III

Article I NAME

The name of this association will be the Chestnut Hill College Alumni Association.

Article II OBJECTIVES

This Association will support the mission and promote the interests of Chestnut Hill College; establish mutually beneficial relations between the College and its alumni; maintain among its former students a spirit of communication, fellowship and service; and enhance financial resources beneficial to the College's sustainability and growth.

Article III MEMBERSHIP

Eligibility – Anyone who has earned a degree from Chestnut Hill College will be eligible for membership in this Association. Any formerly matriculated non-graduate who has completed 30 credits will also be eligible for membership.

Categories of Membership – There will be two categories: active and inactive. Any person eligible for membership will become an active member upon making a charitable gift to the College within the current or most recent fiscal year, such gift entitling the individual to the privileges of active membership.

Powers and Privileges of Members – Only active members will be entitled to the privilege of the floor and to hold office. Active members holding either a baccalaureate or a graduate degree from Chestnut Hill College will be eligible for the offices of President and Vice-President.

Article IV GOVERNANCE

Administration of the Association will be vested in the Board of Directors, consisting of its officers (i.e. President, immediate Past President, Vice President, Secretary) and its elected and appointed members.

In the spirit of collaboration, the Board of Directors welcomes the President of the College, the Vice President for Institutional Advancement, and the Director of Alumni Relations as ex officio non-voting participants at Board meetings.

Elections and Terms of Office for Officers of the Board

The President will be elected by majority vote on a slate presented to the Board at the penultimate scheduled meeting of the academic year to serve for a term of three years beginning July 1. The President is not eligible to serve more than one term consecutively. Upon completion of the presidential term, this individual immediately transitions into the officer position of Past President for one year.

The Vice President and Secretary will each be elected by majority vote on a slate presented to the Board of Directors at the penultimate scheduled meeting of the academic year in even years to serve for a term of two years. The Vice President and Secretary may serve for a maximum of two consecutive terms.

For service as an officer or member of the Board or one of its committees, a year will be defined to be consistent with the academic/fiscal year (i.e., July 1 through June 30 of the following year). No one will serve as a candidate for more than one position in the same election cycle.

Article V DUTIES OF THE OFFICERS

President – The President serves as the executive officer of the Alumni Association and manager of the Association Board of Directors. The President will call and preside at meetings of the Association and of its Board of Directors. The President will act as chair of the Executive Committee of the Board of Directors and will carry out all Association activities in concert with the Director of Alumni Relations. The President will be an ex-officio non-voting member of all committees of the Association, with the exception of the Nominating Committee, of which the President is not a member, and shall perform such other duties as commonly pertain to the office of the President. The President is invited to represent the Association on the Development Committee of the College Board of Directors.

Vice-President – The Vice-President will be responsible for monitoring the implementation of the Association Bylaws and will serve as parliamentarian at all Board meetings and, as such, will be fully conversant in the meaning and interpretation of the Bylaws. The Vice-President will preside at the Annual Fall Conference of Alumni Volunteers. The Vice-President will assume the duties of the President during a temporary absence or incapacity of the President. In the event of the death, resignation, or permanent incapacity of the President, the Vice-President will succeed to the office of President for the balance of the term.

Secretary – The Secretary will record the minutes, votes, and action items of all Board meetings and monitor the attendance records of its members. These minutes will be received by members of the Board no later than two weeks following the most recent

meeting. If the Secretary cannot attend a scheduled Board meeting, s(he) will notify the President and the Director of Alumni Relations of the anticipated absence and obtain a replacement for the purpose of the meeting.

Past President – The Past President will serve as a voting member of the Board. During the Past President's one-year term, s(he) will be responsible for a triennial review of the Bylaws in collaboration with the President and Executive Committee of the Board. S(he) will recommend members for appointment by the President to the Committee.

Article VI BOARD OF DIRECTORS

Membership – The Board of Directors will be composed of the officers of the Association and 12 to 15 elected directors. The composition of the Board will increase in any year beyond that elected number if the President chooses to exercise the right to appoint between one and three at-large members for a period of one year. The size of the Board will increase or decrease to accommodate the need for, or change in, new competencies as determined by the Board and as voted upon by the Board members.

Election of Directors – Directors will be elected by majority vote on a slate presented to the Board at the penultimate scheduled meeting of the academic/fiscal year to serve for a period of two years beginning on the following July 1. Board members may serve for a maximum of two consecutive terms. One-third of the full Board will be elected each year. It is the intent of the Association that graduates of each School of the College be eligible for election to the Board, but without the stipulation of designated School seats.

Appointments – Three additional directors may be appointed at large by the President to serve for a term of one year. An at-large member may be nominated for a full term directly from the appointed year's service.

Meetings – The Board will meet at least three times a year at the call of the President, with a fourth meeting called at the President's discretion and as approved by the Board with the consultation of the Director of Alumni Relations. Additional meetings may be convened at the written request of any three directors; such requests must be filed with the Secretary and with the Director of Alumni Relations. Meetings may be conducted in person or electronically. E-mail notice and/or reminder of the meeting will be sent by the Director to the Board no less than 10 days in advance of the meeting. The meeting agenda and associated materials will be provided by the President to the Director for e-mail distribution to the Board no less than 10 days in advance of the meeting.

Duties – The Board of Directors will determine immediate and long-range policy and direct the business of the Association, including, but not limited to, election of officers.

The Board will establish all Association committees and define the purpose and duties of those committees.

Voting – Each member will have one vote. Absentee voting is permitted, but proxy voting is not. Absentee votes will be counted on only the first vote on any measure placed before the Board. If additional ballots are required, absentee votes will not be counted. Voting will be by voice vote unless an officer or director requests a vote by roll call or by written ballot.

Absences and Removals – Any director who misses two consecutive regularly-scheduled meetings without an excused absence will be contacted by the President for discussion regarding continued service on the Board. The President, in consultation with the Executive Committee and the Director of Alumni Relations, may request the director's resignation for continued absences.

Any director who is found to violate generally-accepted, standard board practices regarding confidentiality matters and conflict of interest will be contacted by the President for discussion concerning continued service on the Board. The President, in consultation with the Executive Committee and the Director of Alumni Relations, may request the director's resignation for such violation.

Vacancies – The President, with the consent of the Board, will fill any vacancies occurring in its membership or on standing committees; such appointments will complete the term. In the event of the death or incapacity of any officer other than President, the President will fill the vacancy from among its membership to complete the term.

Annual Assessment – Board members will conduct an annual evaluation of the Board's operation and effectiveness. Each member of the Board will also conduct an annual self-evaluation of participation and productivity.

Quorum – A simple majority of members of the Board of Directors will constitute a quorum for the transaction of business.

Article VII COMMITTEES

Number – The standing committees will be the Executive Committee; the Nominating Committee; the Honors & Awards Committee; the Student Recruitment & Retention Committee; and the Outreach Committee. Any other committees deemed necessary will be established by a vote of the Board of Directors. Committees deemed obsolete by the Board may be dissolved by a vote of the Board. Position descriptions for chairs and committee members will be attached to each committee's operating procedures and

kept on file in the Office of Alumni Relations by the Director. Each committee's operating procedures and subsequent revisions must be approved by the Board.

Ex-Officio Members – The President will serve as a non-voting ex-officio member of each committee, except for the Nominating Committee, of which the President is not a member. The Director of Alumni Relations will serve as a non-voting ex-officio member of all committees.

Quorum – A simple majority of the members of any committee will constitute a quorum for the transaction of business.

Executive Committee – The Executive Committee will consist of the officers of the Association, two directors to be appointed by the President prior to the second meeting of the academic/fiscal year, and the Director of Alumni Relations, who serves as a non-voting ex-officio member. This Committee will make decisions between Board meetings when necessary.

Nominating Committee

Membership – The Nominating Committee will consist of five members, to be elected by the members of the Board of Directors at the penultimate scheduled meeting of the academic year. The members will not be eligible for election to the Board in that election cycle but may be nominated during the cycle that follows the completion of their committee service. The Chair will be appointed by the President and will serve as a Director-at-Large of the Board if s(he) is not an elected Director. The President is not a member of the Nominating Committee. The Director of Alumni Relations will serve as a non-voting ex-officio member. Three members will be elected by the Board in even years, and two members elected in odd years. It is the intent of the Association that each School of the College and a variety of classes from the School of Undergraduate Studies be represented on the committee, but specific committee seats are not designated for any School, class, chapter, special interest, or other group of alumni. Members of the Nominating Committee will serve a term of two years with a maximum of two consecutive terms.

Duties - This committee will recommend candidates for office to be elected by the Board of Directors of the Association. This committee will inform the candidates of the exact duties and responsibilities of the position, including volunteer participation in and financial support of the programs of the Association and of the College. This committee will obtain the consent of the candidates to serve if nominated.

The Committee Chair will present the slate of nominees to the Board for its approval at the penultimate scheduled meeting of the academic year. The Director of Alumni

Relations will prepare an announcement of the election to the Association members through a variety of print and electronic publications.

Student Recruitment & Retention Committee

Membership – The Student Recruitment & Retention Committee will consist of members drawn from graduates of all Schools of the College, but with primary emphasis on the School of Undergraduate Studies. The President will serve as non-voting ex-officio member, as will the Director of Alumni Relations. Committee members will serve for a term of two years, with eligibility for appointment to another two-year term. Alumni from all geographic regions are welcome to serve. The Chair will be appointed by the President. The Chair will be a member of the Association Board of Directors, either as an existing member or one to be appointed as an at-large member.

Duties – Committee members will assist the College in attracting and retaining the highest quality students with the greatest potential for a successful and satisfying CHC experience. Committee members will work in concert with the Director of Alumni Relations in carrying out specific recruitment and retention plans each year.

Outreach Committee

Membership – The Outreach Committee will consist of members drawn from graduates of all Schools of the College. The President will serve as a non-voting ex-officio member, as will the Director of Alumni Relations. Members will serve for a term of two years, with eligibility for appointment to another two-year term. Alumni from all geographic regions are welcome to serve. The Chair will be appointed by the President. The Chair will be a member of the Association Board of Directors, either as an existing member or one to be appointed as an at-large member.

Duties – Committee members will work in concert with the Director of Alumni Relations on increasing communication among alumni and engagement between alumni and other members of the College community. Committee members will create and maintain opportunities to enhance alumni affinity with the College, facilitate opportunities for alumni to expand and showcase the College's visibility with the larger public, establish situations for greater public recognition of CHC achievements, and otherwise collaborate with the Director of Alumni Relations on programming or events that will introduce the quality and value of a CHC education to persons of influence.

Honors & Awards Committee

Membership – The Honors & Awards Committee will consist of five to seven members. The President will serve as a non-voting ex-officio member, as will the Director of Alumni Relations. The Chair is appointed by the President and will be a member of the Association Board of Directors, either as an existing member or one to be appointed as

an at-large member. The Chair will work with the President and the Director of Alumni Relations to choose Committee members whose experience and perspective will offer objective assessment of candidate qualifications. Members will serve for two years, with eligibility for appointment to another two-year term.

Duties – The Committee will recommend to the Board nominees for the Chestnut Hill College Distinguished Achievement Award and the Eleanore Dolan Egan '28 Award for Outstanding Service to Chestnut Hill College. The Committee will follow the approved committee rules and procedures on record in the Office of Alumni Relations to fulfill its duties. It is the prerogative of the Committee to decline to name an honoree for either or both awards in any given year the Committee determines the nominees are not appropriately qualified. The Committee, in consultation with the Director of Alumni Relations, may recommend the creation of a new award or honor to the Board of Directors.

Article VIII FUNDRAISING AND FINANCIAL MATTERS

The Chestnut Hill College Alumni Association is not an independent 501(c)(3) organization and, as such, is prohibited from entering into any legal agreement with any organization or conducting any fundraising or other financial activity on behalf of either the Association or the College.

The Association will meet its objective 'to enhance financial resources beneficial to the sustainability and growth of the College' by encouraging alumni to choose from the various giving vehicles available to them in support of the College, for example, the Griffin Fund for annual operating funds; the Hallmark Society for an estate gift; capital campaigns for campus expansion, endowment growth, and programmatic support; special-purpose and all other fundraising activities and events. All fundraising activities are planned and implemented by the Office of Institutional Advancement. Class fund agents work in concert with OIA staff on an annual basis.

The Alumni Association does not collect dues, maintain a treasury, or otherwise raise funds for its operation or other purposes. Operation of Alumni Association activities, programs, and events is financed each year through the College's annual budgeting process. Responsibility for managing this annual budget resides with the Director of Alumni Relations.

Article IX ALUMNI CHAPTERS, AFFINITY GROUPS, OTHER ALUMNI SOCIETIES

Purpose – The purpose of an Alumni Chapter will be to promote the interests of Chestnut Hill College, to maintain among its former students a spirit of fellowship and service to the College, and to serve as a channel of communication between such

former students and the College, all within a specific geographic area. Affinity groups consist of alumni who share an interest, profession, business, or other unifying characteristic in common, who gather either in person or engage one another by electronic means to pursue mutually-beneficial opportunities.

Membership – An Alumni Chapter and/or an Alumni Affinity Group will consist of a group of Association members in a given geographic locality or with a common interest organized with the approval of the Board of Directors and the Director of Alumni Relations. Each Chapter and/or affinity group will have a minimum of 20 members and will hold a minimum of one activity each year, a requirement that may be satisfied by carrying out an activity as designated by the Outreach Committee.

Article X PARLIAMENTARY AUTHORITY

Meetings of the Board will be conducted in accordance with generally accepted rules of parliamentary procedure. Roberts Rules of Order, Revised, 10th Edition, will be the authority used for deciding questions of order, as determined by the Vice-President as parliamentarian.

Article XI AMENDMENTS

These Bylaws may be amended by a two-thirds vote of the Board of Directors voting, in person or by absentee ballot, at a Board meeting, provided that notice of proposed amendment(s) shall be sent in writing to Board members 72 hours in advance of the meeting at which the amendment(s) shall be proposed.

Article XII APPROVAL OF AMENDMENTS

Final approval of revision to Article I, Article II, Article VIII, or the creation of a completely new Article of the Bylaws of the Alumni Association must be obtained from the Board of Directors of Chestnut Hill College. Authority for final approval of revision to all other articles rests with the Alumni Association Board of Directors.