

**AS ADOPTED JUNE 7, 2003**

**COLLEGE OF THE HOLY CROSS  
GENERAL ALUMNI ASSOCIATION**

**CONSTITUTION  
BY- LAWS**

# COLLEGE OF THE HOLY CROSS

## CONSTITUTION OF THE GENERAL ALUMNI ASSOCIATION

### **ARTICLE I (NAME)**

The name of this organization shall be " College of the Holy Cross General Alumni Association."

### **ARTICLE II (PURPOSES)**

The purpose of this association shall be the promotion of the welfare of Holy Cross College and the establishment of a mutually beneficial relationship between Holy Cross College and the alumni.

### **ARTICLE III (MEMBERSHIP)**

Recipients of all degrees heretofore and hereafter granted by the College of the Holy Cross shall be members of this Association. Any student who has been registered for at least one year in any department of the College and has left in good standing shall be a member of the Association.

### **ARTICLE IV (FINANCIAL SUPPORT)**

The Board of Directors may make such arrangements for the financial support of the Association's activities, including the fixing and collection of dues, as from time to time may be found by it to be in the best interest of the Association; provided, however, that any action imposing dues or changing the amount thereof must be approved by a majority of all Directors.

### **ARTICLE V (OFFICERS)**

The officers of the Association shall be a President, a President-Elect, a First Vice-President a Second Vice-President, the Immediate Past President, the Executive Secretary and a Treasurer. Their terms of office shall be one year, effective July 1 following the Annual Meeting of the Association, and shall continue until their successors are elected in the manner provided by the By-Laws. Neither the President nor the President-Elect shall succeed himself or herself in such office. The Board of Directors shall appoint the Executive Secretary.

### **ARTICLE VI (BOARD OF DIRECTORS)**

There shall be a Board of Directors consisting of

The seven (7) officers of the Association:

Five (5) Directors elected from among the current or past Presidents of chartered regional alumni clubs.

No more than thirty (30) other elected Directors representing graduating classes of the College. Of this group of other elected members at least:  
Four members shall have been members of class year groups including classes graduating within the next preceding ten years,  
Four members from classes graduated ten to twenty years,  
Four from classes graduated twenty to thirty years,  
Four from classes graduated thirty to forty years,  
Four from classes graduated more than forty years. All elected members shall be elected in the manner provided by the By-Laws.

The work of the Association and of the Board of Directors and the providing of services to members shall be conducted by Committees established by the Board of Directors.

Committee Members are appointed by the President of the Association and need not be Officers or Directors to be appointed.

There shall be one Director, a member of the faculty or administration, selected annually by the President of the College

Elected Directors shall serve three year terms, effective July 1 following the Annual Meeting of the Association. Past Presidents of the Association, while not elected Directors shall be invited to attend and shall be entitled to vote at any and all meetings of the Board of Directors. In case of a vacancy in the office of a Director, a Director shall be elected at the next regular election to fill the unexpired term. No elected Director may succeed himself or herself for more than one term

During the transition period following the adoption of the amended Constitution, elected Directors with full three (3) year terms shall be elected in the following numbers in the three years indicated:

In 2004 - 2 Directors from among current and former Regional Club Presidents and two other elected members from each of the 5 class groups.

In 2005 - 2 Directors from among current and former Regional Club Presidents and two other elected members from each of the 5 class groups.

In 2006 – 2 Directors from among current and former Regional Club Presidents and one other elected member from each of the 5 class groups.

Beginning in 2007, there shall be elected the number of Directors specified in this Amended Constitution.

## **ARTICLE VII (MEETINGS)**

The annual meeting of the Association to elect Officers and Directors shall be held at the College at reunion time each year. The President of the Association or 25 % of the Board of Directors may call such other meetings of the Association as in their judgment are necessary at such places and times as they may deem expedient.

Notice of all meetings of the Association shall be given by publishing the same in any publication of the College or Association which is sent to all members of the Association at least fourteen (14) days before the date of the meeting.

The annual meeting of the Board of Directors shall be held each year at the College during Fall Homecoming Weekend. Regular Meetings of the Board of Directors shall be held during Winter Homecoming and Reunions Weekends. Other meetings of said Board may be held at such time and place as the President of the Association or 25 % of the Board of

Directors may designate. Ten days notice of such meetings shall be sent to each member of the Board of Directors. At any meeting of the Board, 20 members present in person or by written proxy shall constitute a quorum for the conduct of business of the Board.

#### **ARTICLE VIII (CHANGES IN THE CONSTITUTION AND BY-LAWS)**

The Constitution and By-Laws may be changed, added to or amended at any meeting of the Association by a majority vote of the members present and voting in person or by written proxy or at any meeting of the Board of Directors by a two-thirds vote of the Board members present and voting in person or by written proxy.

Notice of the proposed amendment shall be sent at least thirty (30) days before the meeting at which said amendment is to be acted upon.

## **COLLEGE OF THE HOLY CROSS**

### **BY-LAWS OF THE GENERAL ALUMNI ASSOCIATION**

#### **ARTICLE 1 (DUTIES OF OFFICERS)**

The President, or in his or her absence, the President-Elect, or in his or her absence, the First then the Second Vice Presidents, or in their absence, such other person as the Board may designate, shall preside at all meetings of the Association and of the Board of Directors.

#### **ARTICLE 2 (THE TREASURER)**

The Treasurer shall have charge and custody of all funds of the Association and shall pay all bills upon proper authorization. He or she shall keep an accurate account of all receipts and expenditures in a format approved by the Budget and Finance Committee, and report at each meeting of the Board of Directors the state of the treasury of the Association.

The Treasurer shall collect and record all revenues which may be due the Association from its revenue producing programs. He or she shall give bond as required by the Board of Directors at the expense of the Association. Audit of the books of the Association shall be the responsibility of the Budget and Finance Committee.

#### **ARTICLE 3 (THE EXECUTIVE SECRETARY)**

The Executive Secretary shall keep an accurate record of all the meetings and transactions of the Association and of the Board of Directors and the Executive Committee. He or she shall conduct the correspondence of the Association and give all notices to members required by the Constitution and By-Laws. He or she shall keep a correct list of the name and last address of every eligible member of the Association. The Executive Secretary shall notify all officers and directors of their election to office. He or she shall act as Secretary to the Board of Directors, the Executive Committee and the Committee on Nominations and Elections.

#### **ARTICLE 4 (BOARD OF DIRECTORS)**

The Board of Directors shall have control and management of all the business and affairs of the Association not otherwise specifically provided for in the Constitution and By-Laws. It shall have the power to recommend such by-laws and make such regulations as in the judgment of its members shall from time to time be necessary for the transaction of the affairs of the Association and of the Board. With the consent and cooperation of the President of the College of the Holy Cross, it may maintain an office and headquarters of the Association at the College. It shall assure that the Budget and Finance Committee arranges for audit of the books, accounts and finances of the Association at least once each year and at such other times as it deems advisable. It shall have the power to fill all vacancies among the officers of the Association or on the Board of Directors until the next regular election for the office in which there is a vacancy. It shall have the power to designate committees of the Association and to specify the manner in which the Chairperson and members of such committees shall be selected. Each Committee shall include at least one Director in its membership.

## **ARTICLE 5 (EXECUTIVE COMMITTEE)**

There shall be a nine member Executive Committee comprised of the President, the President-Elect, the Immediate Past President, the 1<sup>st</sup> Vice President, the 2<sup>nd</sup> Vice President, two Directors, the Treasurer and the Executive Secretary. The President of the General Alumni Association, or in his or her absence, the President-Elect, shall act as chairperson of the Executive Committee. The Executive Committee shall meet at stated times or on notice to all its members by any of their own number. It shall fix its own rules of procedure. A majority of its members shall constitute a quorum, but the affirmative vote of a majority of the whole committee shall still be necessary in every case. It shall keep regular minutes of its proceedings and report the same to the board of directors. The Executive Committee shall have and may exercise the powers of the Board of Directors in the management of all business and affairs of the Association, except as to matters upon which the Board of Directors has acted, and except that it shall have no power to make changes in the Constitution or By-Laws of the Association.

## **ARTICLE 6 (COMMITTEE ON NOMINATIONS AND ELECTIONS)**

The President shall, with the advice and consent of the Board of Directors, appoint a Committee on Nominations and Elections which shall prepare in the manner provided in Article 8, a list of candidates for each of the various offices and directorships provided for in the Constitution and By-Laws.

## **ARTICLE 7 BUDGET AND FINANCE**

There shall be a Budget and Finance Committee which shall carry out the responsibilities provided in the Constitution and By-Laws.

## **ARTICLE 8 (ELECTIONS)**

Each year following the appointment of the Committee on Nominations and Elections, the Executive Secretary shall prepare a list of proposed candidates for Directors and Officers by soliciting suggestions from at least the following:

- President of the College
- Trustees of the College
- Director of the Alumni Fund
- Present and former Officers and Directors of the Association
- The faculty of the College
- The class chairperson and class secretary of each alumni class
- Current Regional Club Presidents

The Committee on Nominations and Elections shall, before December 31" of each year, prepare a list of nominees as follows:

1. For Elected Directors, one candidate for each vacancy;
2. For President, one candidate;
3. For President-Elect, one candidate;
4. For each office of Vice-President, one candidate;
5. For Executive Committee, two Directors;

6. For Executive Secretary, one candidate;
7. For Treasurer, one candidate.

In selecting nominees, said committee shall give due regard (in addition to classes) to diversity in race, gender, geographical distribution and involvement in activities of the Association and the regional alumni clubs of the College and shall ascertain the willingness of each nominee to serve. A list of the nominees so selected shall be published in the next issue of the *Holy Cross Magazine*, or a similar publication mailed to all alumni, together with a notice advising all members of their right of nomination by petition.

If no nomination by petition for a particular class year group or current or past Regional Club President has been submitted in accordance with these By-Laws, the list of Nominees shall be presented to the Association in the form of a Motion and second to elect the listed nominees. Upon an affirmative vote by a majority of the Members of the Association present and voting, the listed Nominees shall be elected.

Any member of the Association may be nominated for election as a Director from their respective class year group or as a current or past President of a Regional Club, by petition containing the signatures of any twenty alumni, filed with the Executive Secretary not later than April 1st.

Whenever a candidate is nominated by petition, the Executive Secretary shall conduct an election for the class year group or for current or past Presidents of a Regional Club by sending ballots to the members of the Association not later than April 15, with a notation thereon identifying all candidates nominated by the Nominations and Elections Committee and by petition. All ballots received by the Executive Secretary not later than the close of business May 15 shall be counted and the results announced at the meeting of the Association at reunion time. As to any class year group or current or past President for whom balloting is conducted the 5 nominees receiving the greatest number of votes shall be elected.

Any Elected Director who fails to attend two consecutive meetings of the Board of Directors without advance notification of absence to the Executive Secretary, shall be deemed to have resigned.

## **ARTICLE 9 (CLASS REUNIONS)**

There shall be Reunion Committee from each 5th year class celebrating their anniversary. The committees will coordinate all arrangements for the observance of their reunion through the reunion coordinator in the Alumni Relations Office.

## **ARTICLE 10 (NOTICES)**

It shall be the duty of each member of the Association to furnish the Secretary with his or her current address in writing to be recorded on the secretary's list, to be kept on file at the headquarters of the Association. Any notice required by these By-Laws to be given to a member of the Association shall be sufficient if sent to the last address so furnished.

## **ARTICLE 11 (AMENDMENTS)**

These Amendments to the Constitution and By-Laws shall become effective  
June 7, 2003