

SWEET BRIAR COLLEGE ALUMNAE ASSOCIATION

MISSION STATEMENT

The Sweet Briar College Alumnae Association, under the leadership of its own elected Alumnae Board and with the support of the Alumnae Office, develops, organizes, and implements programs that encourage financial and volunteer support of Sweet Briar College.

*****November 9, 2003**

**BYLAWS
OF
THE ALUMNAE ASSOCIATION
OF
SWEET BRIAR COLLEGE**

ARTICLE I — PREAMBLE

- Section 1. Name. The name of this organization is the Alumnae Association of Sweet Briar College (the "Association"). The Association is a dependent organization that exists under and as a part of said College and is subject to the control of the Board of Directors of Sweet Briar Institute (the "College Board of Directors").
- Section 2. General Purpose. The general purpose of this Association is to support the mission of Sweet Briar College by fostering among the alumnae a spirit of continuing service, fellowship, and support of Sweet Briar College; to interpret Sweet Briar College to the communities in which alumnae live; to promote among alumnae an active interest in the progress and welfare of Sweet Briar College; and to enable the College to maintain educational and cultural relationships with its alumnae.
- Section 3. Official Publication. The official publication is the *Sweet Briar Alumnae Magazine*.
- Section 4. Funding. The funds for the annual operation of the Association come from the College.

ARTICLE II — PURPOSES

- Section 1. Purposes. The purposes for which the Association has been formed are as follows:
- 1.1 The Association is organized to further the educational and charitable purposes of Sweet Briar College, to promote the cultural and educational interests of Sweet Briar College, and to promote the furnishing of pecuniary or other material aid to Sweet Briar College, including the making of distributions to the College, which is qualified as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986.
 - 1.2 The Association may solicit and receive funds and property by gift, transfer, devise, or bequest and may administer and apply such funds and property only in the furtherance of the charitable and educational purposes set out in Section 1 hereof.

- 1.3 As a part of the College, the Association may not take any action that would jeopardize the College's qualification under Section 501(c)(3) of the Internal Revenue Code of 1986. Consequently, the Association has been organized and shall at all times be operated exclusively for educational and charitable purposes, and no part of the net earnings of the Association shall inure to the benefit of or be distributable to its directors, officers, or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in this Article. No substantial part of the activities of the Association shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Association shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any of the other provisions of these Bylaws, the Association shall not conduct or carry on any activities not permitted to be conducted or carried on by (a) an association exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding revision of any future United States Internal Revenue law) or by (b) an association, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law).

ARTICLE III — MEMBERSHIP

Section 1. Classes of Membership. There shall be two classes of membership, active and honorary. Only active members may vote, hold office, and serve on the Alumnae Association Board of Directors.

- 1.1 Active Members. An active member shall be any person who has completed at least one semester at Sweet Briar College in working toward a degree from the College.
- 1.2 Honorary Members. Honorary membership shall be conferred on any person whose nomination is approved by the unanimous vote of the Alumnae Board of Directors and who is elected by a majority of the members present at the Annual Meeting.

Section 2. Meetings. Meetings of the Association shall be held as follows:

- 2.1 Annual Meeting. The Annual Meeting of the Association shall be held at Homecoming or Reunion Weekend (see Article X). Those active members who are present shall constitute a quorum.

- 2.2 Special Meetings. Special meetings of the Association may be called by the Alumnae Association President (hereafter known as 'the President'), provided notice is given one month prior to the date.

ARTICLE IV — THE BOARD OF DIRECTORS OF THE ALUMNAE ASSOCIATION
(hereafter known as the "Association Board")

- Section 1. Number. The number of Directors shall be not less than 20 nor more than 35, or such other number as from time to time may be fixed by these Bylaws. The Directors shall be elected by the membership. Vacancies in the Association Board shall be filled by a majority vote of the remaining members of the Board.
- Section 2. Composition. The Association Board shall consist of the Officers, Regional Chairs, Chairs of Standing Committees of the Board, Association Board members on the College Board of Directors, Members-at-Large, and Ex Officio members. Ex Officio members who are active alumnae of Sweet Briar College serve with a vote.
- Section 3. Eligibility. Any active member of the Association is eligible for nomination to the Association Board.
- Section 4. Election. All members of the Association Board, except the Members-at-Large and the Association Board members on the College Board of Directors, shall be elected from a single slate prepared by the Nominating Committee and presented to the Board at any meeting. * A list of Alumnae Board members will be published in the *Sweet Briar Alumnae Magazine*.
- Section 5. Authority. The governance of the Association is vested in its Association Board. The Association Board is authorized to raise monies and to disburse them through the Executive Director of Alumnae Affairs. The Association Board shall have power to remove any officer, other member of the Association Board, or Association volunteer, with or without cause, at a meeting called expressly for that purpose, and the meeting notice shall state that the purpose or one of the purposes of said meeting is the removal of an Association Board Member or Association volunteer. It also has the authority to fill vacancies as occurring on the Association Board.
- Section 6. Meetings.
- 6.1 Number. The Association Board shall meet at least twice a year. Other meetings may be called by the President or upon the written request of any three Association Board members filed with the Executive Director of Alumnae Affairs.

- 6.2 Notice. Notice of all meetings should be given at least six weeks before the fixed date. This may be waived if necessary.
- 6.3 Quorum. A majority of the voting Association Board members present shall constitute a quorum. When necessary or appropriate, meetings may also be conducted by conference call or by electronic means.

Section 7. Length of Term. The term of membership on the Association Board shall be two years. No person shall serve for more than two consecutive terms in one position or more than eight consecutive years in several positions, except in the case of being elected President. Any part of a term shall be treated as a full term.

ARTICLE V — OFFICERS

Section 1. Officers and Eligibility to Serve as President.

- 1.1 Officers. The Officers of the Association shall be a President, a First Vice President, a Second Vice President, a Third Vice President, and a Secretary/Treasurer.
- 1.2 President. The President shall have served at least one term on the Association Board and must be eligible to serve as a member of the College Board of Directors.

Section 2. Length of Term. The term of office for Officers, except the President, shall be two years, and no person shall serve for more than two consecutive terms in one position or for more than eight consecutive years in several positions, except in the case of a member being elected President. The term of office for the President shall be one three-year term.

Section 3. Election. All Officers shall be elected from a single slate prepared by the Nominating Committee and approved by the Association Board at its meetings. ** The slate shall be published in the *Sweet Briar Alumnae Magazine*.

Section 4. Duties. The duties of the Officers shall be those commonly designated to the offices and shall include the following:

- 4.1 President. The President shall preside at all meetings of the Association. She shall be an Ex Officio member of all committees of the Association Board and an Ex Officio member of the College Board of Directors. She shall serve as an advisory member of the

Association Board with a vote for one year following her term of office.

- 4.2 First Vice President. The First Vice President shall supervise the work of the Regional Chairs. Should the office of President become vacant, she shall succeed thereto.
- 4.3 Second Vice President. The Second Vice President shall be responsible for the programs of Homecoming and Reunion.
- 4.4 Third Vice President. The Third Vice President shall be responsible for the Alumnae Admissions Representatives Program.
- 4.5 Secretary/Treasurer. As Secretary she shall act as recording and corresponding secretary for the Association Board, for the Executive Committee, and for the Annual Meeting of the Association. As Treasurer she shall chair the Finance Committee and be responsible for the oversight of the Special Funds of the Association (see Article XII, Section 2).

ARTICLE VI — ASSOCIATION MEMBERS ON THE COLLEGE BOARD OF DIRECTORS

- Section 1. Qualifications. Any active member shall be eligible as a candidate for nomination to membership on the College Board of Directors. No employees of the College or members of their families shall serve as Association Board Members on the College Board of Directors.
- Section 2. Number. There shall be three Association-nominated members to the College Board of Directors, one elected each year to serve a three-year term as defined by the Bylaws of the Board of Directors of Sweet Briar College.
- Section 3. Procedure for Nomination. A single slate of not less than three names will be prepared by the Nominating Committee and forwarded to the College Board of Directors, who will select one nominee according to the procedure set forth in the Bylaws of the College.
- Section 4. Duties. In addition to their duties as Directors of the College, they shall serve as a liaison between the Association Board and the College Board of Directors.

ARTICLE VII — MEMBERS-AT-LARGE

- Section 1. Number. There shall be two Members-at-Large, one elected each year to serve a two-year term.

Section 2. Procedure for Election. Interested candidates shall forward a résumé to the Nominating Committee, who will interview the candidates and make a final selection for the slate.

Section 3. Duties. In addition to their duties as members of the Association Board, Members-at-Large shall serve as a liaison between the current students of the College and the Association Board.

ARTICLE VIII — COMMITTEES

Section 1. Executive Committee.

1.1 Members. There shall be an Executive Committee composed of the Officers of the Association, the Annual Fund Chair, the Academic Outreach Chair, the Senior Association Board Member on the College Board of Directors, the Nominating Committee Chair, and the Executive Director of Alumnae Affairs, who shall serve as an Ex Officio member.

1.2 Powers. The Executive Committee shall have all the powers of the Association Board between meetings. A report of the decisions and actions, if any, of the Executive Committee shall be presented by the President at the next meeting of the Association Board.

Section 2. Standing Committees.

2.1 Association Board. The standing committees of the Association Board shall be:

- Finance
- Nominating
- Regional

Meetings of these committees shall be closed.

2.2 Alumnae Association. The standing committees of the Alumnae Association shall be:

- Academic and Career Outreach
- Alumnae Admissions Representatives
- Alumnae Awards
- Annual Fund
- Bylaws
- Homecoming and Reunion Planning

Meetings of these committees shall be held as necessary and may be open to Association members.

Section 3. Special Committees. The special committees of the Association shall be those which the Association Board deems necessary.

- Section 4. Members of All Committees. Committee assignments shall be determined annually by the President of the Association in consultation with the Executive Director of Alumnae Affairs.
- Section 5. Duties and Powers. The duties and powers of all committees shall be set forth in the Alumnae Association Board Manual under the direction of and approved by the Association Board.

ARTICLE IX — ALUMNAE CLUBS

- Section 1. Formation. Whenever there are sufficient alumnae in an area, those alumnae may organize a Sweet Briar College Alumnae Club upon the approval of the First Vice President, the Area Regional Chair, and the Executive Director of Alumnae Affairs.
- Section 2. Purpose. To reinforce the purpose of the Alumnae Association (see Article I, Section 2).
- Section 3. Responsibilities. Each Club shall keep the Association Board informed of its activities.
- Section 4. Club Activities. All club activities that use the Sweet Briar College name, such as fundraisers and events, must receive written approval from the Alumnae Office.
- Section 5. Dissolution. In a case where it is necessary for a club to be dissolved, all existing funds held by the club must be sent to the Association for use toward scholarship funds. Any history or records of the club must also be sent to the Alumnae Office.

ARTICLE X — HOMECOMING

- Section 1. Purpose. The purpose of Homecoming shall be to strengthen the relationship between the alumnae and the College and to inform, educate, and update the alumnae members on the current state of the College and the important roles they can play in furthering the mission of the College.
- Section 2. Members. The members of the Association Board, Club Officers, Club Representatives, Alumnae Admissions Representatives, Class Officers, and any other interested alumnae are invited to participate in Homecoming.

ARTICLE XI — ALUMNAE OFFICE

- Section 1. Staff. Except for the Executive Director of Alumnae Affairs, who is appointed by the President of the College, all personnel shall be appointed

by the Executive Director of Alumnae Affairs in consultation with the President of the College and the Vice President for Finance and Administration.

- Section 2. Alumnae Affairs Executive Director. The Executive Director of Alumnae Affairs shall plan and coordinate alumnae activities designed to carry out the purpose of the Association. She shall be an Ex Officio member of the Association Board and of all committees. She shall represent the Association on the Senior Staff and may be appointed to College committees by the President of the College.

ARTICLE XII — FINANCES

- Section 1. Operation of the Alumnae Office. The budget for the operation of the Alumnae Office is provided by the College. The budget shall be prepared by the Executive Director of Alumnae Affairs and submitted to the President of the College for approval by the College Board of Directors.
- Section 2. Association Funds. Reports of the Special Funds of the Association will be prepared by the Executive Director of Alumnae Affairs in consultation with the Secretary/Treasurer of the Association Board twice a year and presented at the meetings of the Association Board.
- Section 3. Fiscal Year. The fiscal year of the Association shall correspond to that of the College, July 1 to June 30 inclusive.

ARTICLE XIII — AMENDMENTS

- Section 1. Proposal. Amendments to the Bylaws may be proposed by a club representative, chair of a committee, any active member of the Association, or member of the Association Board.
- Section 2. Procedure. Proposed amendments shall be submitted to the Bylaws Committee for consideration. After an amendment has been formulated by the committee, it shall be presented to the Executive Committee and to the Association Board for action.
- Section 3. Adoption. The Bylaws may be amended or repealed in whole or in part by a two-thirds vote of the Association Board at any regular or special meeting at which a quorum is present, if notice of such meeting has included notice of the proposed amendment or repeal. The requirement of prior notice may be waived by a two-thirds vote of the Association Board if a quorum is present.

ARTICLE XIV — DISSOLUTION

In the event of dissolution of the Association, the Association Board shall, after paying or making provisions for the payment of all of the liabilities of the Association, dispose of all of the assets of the Association exclusively for the purposes of the Association in such manner, or to such organization or organizations organized and operated exclusively for educational and charitable purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law), as the Association Board shall determine. Any of such assets not so disposed of shall be disposed of by the court having jurisdiction of the matter of the county in which the principal office of the Association is then located, exclusively for such purposes or to such organization or organizations as said court shall determine that is organized and operated exclusively for such purposes.

ARTICLE XV — MISCELLANEOUS

Section 1. Procedure. Except as otherwise provided in the Bylaws, *Roberts Rules of Order, Newly Revised* shall govern the procedures of all meetings of the Association, the Association Board, and all committees of these bodies.

Approved at the Annual Association Meeting

September 25, 1998

Revised September 22, 2006

Revised September 3, 2007

Revised April 27, 2008

* Revised April 17, 1999, page 4

** Revised April 23, 2000, page 5

*** Revised November 9, 2003, page 1