



**BYLAWS OF  
THE SARAH LAWRENCE COLLEGE ALUMNI ASSOCIATION**

**ARTICLE I - Name**

The name of this organization shall be "The Alumni Association of Sarah Lawrence College," hereinafter referred to as "the Association."

**ARTICLE II - Purpose**

The purpose of the Association is to further the intellectual and fiscal vitality of Sarah Lawrence College (hereinafter, "the College"), promote its educational philosophy, and encourage continuing interaction and collegiality among alumni, students, the College and its past and present faculty.

**ARTICLE III - Membership**

**Section 1. Composition**

All former students who have matriculated at Sarah Lawrence College for at least one academic semester at the campus shall be members of the Association.

**Section 2. Rights and Privileges**

Association members shall have all rights and privileges incident to membership including but not limited to the right to vote, serve on committees, and hold office.

**Section 3. Meetings of Membership**

The annual meeting of the Association shall be held at the College in either May or June, the date and hour to be determined by the Association Board of Directors. Notice of the date and hour shall be sent to all members of the Association not less than thirty days prior to the day selected for the meeting.

**ARTICLE IV - Board of Directors**

**Section 1. Composition**

a. (1) The administration and general management of the Association shall be vested in a Board of Directors (hereinafter referred to as "the Board")

comprised of the following: President, a Vice President, and a minimum of one director elected by the Association from the following geographical zones where alumni populations are concentrated:

New York  
Los Angeles  
San Francisco  
Boston  
Washington, DC  
Philadelphia

The College Directors of Alumni Relations and Annual Giving shall be ex officio members of the Board without vote.

b. There shall be no fewer than 10 nor more than 25 Board Directors.

c. The Board may, upon the nomination of the Board President, elect one or more honorary directors whose experience, judgment, and contribution to the College will permit them to provide assistance to the Board. Honorary directors may participate, without vote, in all Board meetings. The term of office of an honorary director shall be at the discretion of the Board.

## **Section 2. Term of Office**

a. The term of office of a Board director shall be three years. Terms shall begin July 1<sup>st</sup> following the election at the Association annual meeting. However, in any year in which the bylaws are amended to change the structure of the Board, directors shall be elected to staggered terms so that approximately one-half of the Board is elected in each year thereafter.

b. Except as provided below, no director shall serve more than two consecutive three-year terms on the Board:

1) A director elected as President may serve two consecutive three-year terms in that capacity regardless of the number of consecutive terms already served on the Board.

2) A director elected as Vice President may serve two consecutive three-year terms in that capacity regardless of the number of consecutive terms already served on the Board.

3) The term limit requirements of this subsection may be suspended for a sitting director by a majority vote of the Board.

## **Section 3. Powers and Duties**

a. The affairs of the Association shall be managed by the Board. The Board shall formulate policy and establish guidelines for the operation of the Association.

b. The College's Office of Alumni Relations shall coordinate all Association activities.

c. The Association Board of Directors shall serve in an advisory capacity to the Board of Trustees with regard to matters falling within the Association's purview.

d. The President of the Board shall regularly inform the Board of actions taken by the Board of Trustees.

#### **Section 4. Meetings of the Board**

a. The Board shall hold a minimum of two scheduled meetings a year. Meetings may also be held at the call of the President.

b. Notice of the date, hour, and place of each meeting shall be sent to Board members not less than 20 days in advance of such meetings.

c. Seven directors present at a Board meeting shall constitute a quorum required to conduct Board business. Board action shall be by majority vote.

d. Board directors shall be required to participate in two Board meetings per year.

#### **Section 5. Removal from Office**

A Board director may be removed for cause by a 2/3 vote of the Board.

#### **Section 6. Indemnification**

Any person made, or threatened to be made, a party to any action or proceeding, whether civil or criminal, by reason of the fact that such person is or was a director or officer of the Association, shall be indemnified by the College and the College shall pay such person's related expenses to the full extent permitted by law.

### **ARTICLE V – Duties of Officers**

#### **Section 1. President.**

The President shall preside at all meetings of the Board. In accordance with the bylaws of the Board of Trustees of Sarah Lawrence College, the President of the Association shall serve as a trustee on the Board of Trustees of the College during her/his term of office, beginning on July 1st of the year in which the President is elected and terminating on June 30th in the year in which the term of office is completed. The President shall be a graduate of the College and have spent at least two years as an undergraduate on the Bronxville campus.

#### **Section 2. Vice President.**

The Vice President shall assume the duties of the President if the President is absent or unable to serve. The Vice President shall assist the President in the orientation of new Board directors. The Vice President shall be a graduate of the College and have spent at least two years as an undergraduate on the Bronxville campus.

## **ARTICLE VI – Nominations and Elections of Association Directors**

### **Section 1. Membership/Nominating Committee.**

The Membership/Nominating Committee shall nominate members to serve as officers and directors on the Association Board and shall prepare the annual slate of officers and directors. The chair of the Committee shall be appointed by the Board President in consultation with the Director of Alumni Relations and the Vice President of Advancement. Members of the Committee shall be appointed by the Committee chair in consultation with the Director of Alumni Relations and the Vice President of Advancement.

### **Section 2. Notice to Members**

The Membership/Nominating Committee, the Director of Alumni Relations, and the Vice President of Advancement shall submit to the Board a slate of nominees. The Board shall present the slate to the members of the Association with a notice of the annual meeting and instructions on voting procedures.

### **Section 3. Nomination by Petition**

Nominations may be made by petition signed by not fewer than 50 members of the Association and filed with the Membership/Nominating Committee of the Association no later than May 1 in any given year. All nominees shall be members of the Association. Petitions shall be accompanied by the nominees' written consent to their nomination.

### **Section 4. Elections**

Voting for Board officers and directors shall be by electronic vote. Results of the election shall be announced at the annual meeting of the Association.

## **ARTICLE VII – Amendments**

Any amendment to these bylaws shall require a 2/3 vote of the Board.

## **ARTICLE VIII – Parliamentary Procedures**

Robert's Rules of Order, Revised, shall govern the procedures of all Association, Board and committee meetings except to the extent they are inconsistent with state or federal law or these bylaws.

Dates Ammended

3/24/2011

2/27/2016