SWARTHMORE

# ALUMNI ASSOCIATION

## CONSTITUTION AND BYLAWS

*as of 04/2022*

SWARTHMORE

# ALUMNI ASSOCIATION

## CONSTITUTION

### ARTICLE I – NAME

The name of this Association shall be "Swarthmore College Alumni Association."

### ARTICLE II – OBJECTIVES

The objectives of this Association shall be to promote unity and fellowship among the alumni and to advance the interests of Swarthmore College.

### ARTICLE III – MEMBERSHIP

Graduates and former students of Swarthmore College shall, for the purposes of this Constitution, be considered alumni and shall automatically be members of this Association.

### ARTICLE IV – MEETINGS

#### Section 1. Annual Meetings

The annual meeting of this Association shall be held at Swarthmore, Pennsylvania, at such time and place as shall be designated by the Alumni Council or by the President of the Alumni Council ("President").

#### Section 2. Special Meetings

Special meetings shall be held at such times and places as may be designated by the Alumni Council or by the President.

#### Section 3. Notice of Meetings

Notice of meetings shall be given to the members at least thirty days prior to the meeting, in print, electronically, by publication notice, or by such other means as the Alumni Council or the President shall determine.

#### Section 4. Quorum

The members present in person, via the telephone, or electronically shall constitute a quorum at any annual or special meeting. A vote of a majority of members present is required to approve an action by the Association.

## ARTICLE V – ALUMNI COUNCIL

The business of this Association shall be managed by an Alumni Council composed of members of the Association, as prescribed by the Bylaws.

## ARTICLE VI – OFFICERS

**Section 1. The officers of this Association shall be as follows:**

(1) One President, who shall also be President of the Alumni Council.
(2) One Vice President, who shall have the power and authority to act as President whenever the President is absent or unable to serve.
(3) One Secretary
(4) One Immediate Past President.
(5) Additional officers as provided by the Bylaws.

All officers shall perform the duties pertaining to their respective offices and such additional duties as may be prescribed by the Bylaws, the Alumni Council, or the President.

**Section 2. Eligibility for Office**

An officer must be a member of the Alumni Council.

**Section 3. Term on Office**

All officers shall be selected by the Council for a term of two years commencing at the adjournment of the annual meeting of the Association concluding the prior Officers' two-year term.

**Section 4. Selection of Officers**

Officers shall be selected in the manner provided by the Bylaws.

**Section 5. Vacancies**

In the case that any office becomes vacant by reason of death, resignation, or any other cause, the President may appoint a member of the Alumni Council to serve until the next meeting of the Council, at which time the unexpired term shall be filled in the manner provided by the Bylaws.

**Section 6. Termination**

An officer, including the President, can be removed from his or her position as a result of two or more unexcused absences in a two-year term or due to action deemed inappropriate by a simple majority vote of the officers.

## ARTICLE VII – COLLEGE LIAISON TO ALUMNI COUNCIL

### Section 1. Selection

The administration of the College shall select a college employee to serve as the College Liaison to the Alumni Council.

### Section 2. Duties

The College Liaison shall be the primary point of contact between the Association and the College in the accomplishment of its functions. The College Liaison shall serve as the coordinator of all activities of the Association.

## ARTICLE VIII – BYLAWS

The members of the Alumni Council shall have the power to make, alter, amend, and repeal the Bylaws of the Association, subject always to the power of the members of the Association to change such action. The powers hereby conferred shall be exercised by not less than a majority vote of the members of the Council or of the members of the Association entitled to vote thereon, as the case may be, present at any regular or special meeting duly convened after notice of that purpose to the members of the Council or of the Association as the case may be, in the manner of notice as provided in the Constitution or Bylaws.

## ARTICLE IX – AMENDMENT

This Constitution may be amended in whole or in part at any annual or special meeting of the Association by vote in favor of such amendment of not less than two-thirds of the members present; provided that such proposed amendment shall have been given to the members at least thirty days prior to the meeting, in print, electronically, by publication notice, or by such other means as the Alumni Council or the President shall determine. Additionally, this Constitution may be amended via electronic ballot by a vote in favor of such amendment of not less than two-thirds of ballots returned by stated deadline; provided that notice of the amendment shall have been given to the members at least thirty days prior to the meeting, in print, electronically, or by such other means as the Alumni Council or the President shall determine.

## SCHEDULE

**Section 1.** This amended Constitution shall take effect immediately upon its approval by a vote of not less than two-thirds of the members present at any annual meeting of the members of the Association or by two thirds of any electronic vote.

**Section 2.** The offices of the members of the Alumni Council serving at the time of an amendment shall not be caused to be vacated or otherwise affected by an amendment to the Constitution, and said

members and officers shall continue to serve until the end of the terms for which they were respectively elected.

SWARTHMORE

# ALUMNI ASSOCIATION

## BYLAWS

### ARTICLE I – ALUMNI COUNCIL

**Section 1. Membership**

The membership of the Alumni Council shall be as determined by the officers, President, and Nominating Committee. Alumni shall not concurrently serve on the Board of Managers and Alumni Council. All past presidents of the Association and all members of the Board of Managers, both past and those currently in office, may attend meetings of the Council and participate in its proceedings but shall not be entitled to vote. The College Liaison to the Alumni Council shall be a member ex officio of the Alumni Council.

**Section 2. Members selected by the Association**

The Nominating Committee shall review members of the Association for candidacy on Alumni Council through a process determined by the Nominating Committee and College Liaison. In making such nominations, the Committee may consult other groups in order to obtain self and peer nominations. The nominated slate will be presented to the full Alumni Association for a vote to be elected onto council as a single slate.

**Section 3. Size**

Council shall be comprised of a minimum of 30 and a maximum of 40 members providing a diverse representation of the Association, the number within that range to be determined by the President.

**Section 4. Terms**

Each member will serve a three-year term on the Alumni Council.

**Section 5. Presidential Appointees**

At any time during each term of offices of the Association, the President may, with the approval of the Executive Committee, appoint Association members to serve three-year terms on the Alumni Council. No more than four members may be appointed during any Presidential term.

**Section 6. Senior Class President**

The President of the senior class of the College shall serve as a member of the Alumni Council during the student's senior year and for the first three years after the end of that academic year.

**Section 7. Meetings**

The Alumni Council, shall meet twice a year and at such other times as shall be agreed upon or at the call of the President. One half of Alumni Council membership shall constitute a quorum of the Alumni Council. The vote of a majority of members present at a meeting is required to approve an action.

**Section 8. Jurisdiction**

The Alumni Council shall consider and may take action with respect to all such matters pertaining to the College as are referred to the Council by the College and shall also consider and may take action with respect to matters of general alumni policy or interest. The Council may also consider any other matters pertaining to the management, operation, or policy of the College which seem desirable, provided, however, that no such matters shall be reported by the Council to the Association or acted upon by the Council without consulting the College administration or the Board of Managers.

**Section 9. Vacancies**

All vacancies on the Alumni Council caused by death or resignation may be filled by appointment of the President for the respective unexpired terms.

**Section 10. Termination**

A member can be removed from Alumni Council as a result of two or more unexcused absences in a three-year term or due to action deemed inappropriate by a simple majority vote of the officers.

**ARTICLE II - BOARD OF MANAGERS**

The President of the Alumni Council and the Chair of the Nominating Committee of the Alumni Council shall be included in all deliberations of the Board of Managers Nominating and Governance Committee that relate to the selection of the Manager nominees to be presented to the Board of Managers for election, to be interpreted in a manner consistent with the Bylaws of Swarthmore College.

**ARTICLE III – COMMITTEES**

**Section 1. Appointment**

Unless otherwise determined at any time by the Alumni Council, the President shall appoint all regular and special committees of the Association. All members of the Executive Committee shall be members of the Alumni Council. Members of all other committees may be chosen from the general membership of the Association or from the membership of the Alumni Council. Unless otherwise determined by the Council, the President shall be a member ex officio of all committees excepting the

Nominating Committee. Unless otherwise determined by the Alumni Council or by the President, as the case may be, the College Liaison shall be a member ex officio of all committees.

**Section 2. Executive Committee**

There shall be an Executive Committee consisting of the President, Vice President, Secretary, and additional officers as determined by the President. Appointments to the Executive Committee shall be made by the President with input from the College Liaison. The Executive Committee shall meet from time to time, shall act on behalf of the Alumni Council in respect to the functions and purposes of the Council and of the Association, respectively, and shall recommend methods and procedures for the carrying out of said functions and the accomplishment of said purposes.

**Section 3. Nominating Committee**

The Nominating Committee shall be appointed by the College Liaison and the President and shall be chaired by the immediate past President. Any member of the college community may propose a candidate to the Nominating Committee.

**Section 4. Other Committees**

There shall be such other committees as the Alumni Council or the officers of the Association shall from time to time determine. Such committees may meet with or serve as joint committees with appropriate committees from the administration, the Faculty, or the Board of Managers of the College.

**ARTICLE IV – AMENDMENT**

These Bylaws may be amended, altered, or repealed by the Alumni Council or by the members of the Alumni Association via electronic vote or at any regular or special meeting duly convened after notice to the members of the Alumni Council or to the members of the Association, as the case may be, for that purpose. If the Alumni Council shall have adopted any amendment, alteration, or repeal of these Bylaws, written notice thereof shall be given as soon as practicable thereafter via print or electronic communication or by such other means as the Council shall determine, to the members of the Association. At the next meeting of the members of the Association, whether annual or special, and without further notice as to the purpose of such meeting, the members of the Association may forthwith annul or rescind, in whole or in part, the amendment, alteration, or repeal so adopted by the Alumni Council, but no such amendment or rescission adopted by the members of the Association shall be retroactive.