

BYLAWS
ALUMNAE/I ASSOCIATION OF TRINITY
WASHINGTON UNIVERSITY
WASHINGTON, D.C.
(Revised and Restated as of June 1, 2020)

ARTICLE I
Name and Offices

The official name of the Association shall be the "Alumnae/i Association of Trinity Washington University" (hereinafter referred to as the "Association.").

The principal office of the Association shall be located at such place as the Board of Directors (hereinafter referred to as the "Board") may designate.

ARTICLE II
Purpose

The purposes of the Association are to promote and support the educational mission of Trinity Washington University, to strengthen and maintain the relationship between Trinity and its alumnae/i, to foster personal and professional relationships among its alumnae/i, to communicate the vision and mission of Trinity to alumnae/i, and to encourage participation among alumnae/i in support of Trinity.

ARTICLE III
Membership

All recipients of degrees, in course or honorary, from Trinity Washington University and all persons who have attended Trinity and earned at least twelve credits shall be members of the Association. Members shall maintain their updated contact information with the University.

ARTICLE IV
Board of Directors

Section 4.1 Powers

The affairs of the Association shall be managed and conducted by the Board, consisting of the Officers and Directors, who need not be residents of the District of Columbia, but each of whom must be a member of the Association. The Board shall adopt and change such policies, rules and regulations as may be deemed necessary or advisable, in its reasonable judgment, for the conduct of its business, subject to any limitations set forth in these Bylaws.

Section 4.2 Directors

Directors shall be elected by the members of the Association, as provided in this Article, and shall be chosen from the various geographic regions as represented by the student body and from the various schools within Trinity, i.e. the College of Arts and Sciences, School of Education, Nursing and Health Professions, School of Professional Studies, Business and Graduate Studies, and any other such school which may be established by the University in the future.

Section 4.2.1 Numbers and Tenure

The Board shall be composed of not fewer than fifteen (15) and not more than twenty-one (21) Officers and Directors with the exact number to be fixed by the Board from time to time, but no decrease in the number of Directors or change in geographic or at-large representation shall have the effect of shortening the term of any incumbent Director. A Director shall hold office for a term of three years or until her/his successor is elected and qualified, unless she/he dies, resigns or is removed pursuant to this Article. Directors may succeed themselves for one three-year term. Directors will hold staggered terms so as to provide balance among new and continuing Directors.

Section 4.2.2 Resignation

Any Director may resign at any time by delivering notice thereof to the President or the Secretary.

Section 4.2.3 Removal

A Director may be removed from office as provided in Section 4.3.7 hereof.

Section 4.2.4 Vacancies

Any vacancies occurring on the Board may be filled by the vote of a majority of the remaining Directors. Unless she/he dies, resigns, or is removed, a Director so elected shall hold office until the next annual election at which time the office shall be filled by the regular elective process for the remainder of the applicable term. Such filling of any unexpired term shall not be counted as holding of office under the provisions of Section 4 hereof.

Section 4.2.5 Regular Meetings

By resolution, the Board may specify the time and place, either within or outside the District of Columbia, for holding regular meetings without other notice than such resolution. The Board shall meet at least twice in each fiscal year, including one meeting to be held annually in connection with the annual meeting of the Association.

Section 4.2.6. Special Meetings

Special Board meetings may be called by or at the request of the President and shall be called by the Secretary at the written request of any six (6) Directors. The President or the Secretary shall fix any place either within or outside the District of Columbia as the place for holding any special Board meeting.

Section 4.2.7 Notice of Special Meetings

A notice stating the place, day and hour of each special Board meeting shall be given to each Director at her/his email address shown on the records of the Association at least ten (10) days before the meeting. Notice shall be effective upon delivery at such email address. The business to be transacted at, or the purpose of any special meeting, shall be specified in the notice of such meeting.

Section 4.2.8 Quorum

Except as may be otherwise specifically provided by law or these bylaws, a majority of Directors shall constitute a quorum for the transaction of business at any Board meeting, but if less than a majority is present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

Section 4.2.9 Manner of Acting

The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board, unless the act of a greater number is required by law or by these Bylaws.

Section 4.2.10 Presumption of Assent

A Director present at a Board meeting at which action on any Association matter is taken shall be presumed to have assented to the action taken unless her/his dissent is entered in the minutes of the meeting, or unless she/he files her/his written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof, or unless she/he forwards such dissent by email to the Secretary of the Association within three (3) business days after the adjournment of the meeting.

Section 4.2.11 Meeting by Telecommunications

Members of the Board may participate in a meeting by means of conference telephone, electronic or computer communication or similar communications equipment provided all persons participating in the meeting can comment and respond, and such participation shall constitute in person at the meeting.

Section 4.2.12 Compensation

Service as a Director is voluntary and without monetary compensation, and therefore, Directors shall not receive any compensation for their services. The University may establish policy to reimburse Directors for a portion or all of their expenses, if any, of attendance at each Board or committee meeting.

Section 4.2.13 Conflict of Interest

Members of the board shall adhere to the Conflict-Of-Interest policy. Members of the board shall complete and sign the Conflict-of-Interest Certification and Disclosure Form, on an annual basis.

Section 4.3 Officers

The Officers shall be elected for a three-year term by the members of the Association as provided in this Article and shall consist of the following. Except for the Treasurer, no Officer may succeed herself/himself in the same office.

Section 4.3.1 President

The President shall be a Director and chief executive officer of the Association and shall be Chair of the Board and of the Executive Committee. The President shall preside over all Board meetings. The President, subject to the Board's direction and approval, shall supervise and control all of the assets, business and affairs of the Association. In general, she/he shall perform all duties incident to the office of President and such other duties prescribed by the Board from time to time. She/he shall be an ex officio member of all other committees of the Association except the Nominating Committee and shall appoint all committees and their chairs except as otherwise specified in these Bylaws. Any "ex officio" member of a committee or of the Board shall not have voting privileges with respect to said committee or the Board.

When she/he becomes an immediate past President she/he shall serve as Chair of the Nominating Committee under the provisions of Section 5.2 hereof. In the event of a vacancy in the office of the President, the First Vice President shall succeed to the office of President for the remainder of the term of the President.

Section 4.3.2 First Vice President

The First Vice President shall be a Director and exercise the powers of the President and perform all of the duties of the President in the event of the absence or incapacity of the president. In the event of a vacancy in the office of the President, the First Vice President shall succeed to the office of President for the remainder of the term of the President.

Section 4.3.3 Second Vice President

The Second Vice President shall be a Director and exercise the powers and perform all of the duties of the President in the event of the absence or incapacity of the President and the First Vice President. In the event of a vacancy in the office of the First Vice President, the Second Vice President shall succeed to the office for the remainder of the term of the First Vice President.

Section 4.3.4 Secretary

The Secretary shall be a Director and be responsible for the records of the Association. The Secretary shall (a) take minutes of meetings of the Board and of the Association; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; and (c) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to her/him by the President or by the Board. An Assistant Secretary appointed by the Board may assist the secretary in performance of her/his duties.

Section 4.3.5 Treasurer

The Treasurer shall be a Director of the Association. She/he shall have charge and custody of and be responsible for all funds and securities of the Association; supervise the deposit of all such monies in the name of the Association in banks, trust companies or other depositories selected in accordance with these Bylaws and disburse funds as directed or authorized by the Board; prepare and submit an annual report as required by the District of Columbia Nonprofit Corporation Act; and in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to her/him by the President or by the Board. She/he shall submit to the Board a proposed budget for each fiscal year. She/he shall submit an interim financial report to each meeting of the Board and Association, and an annual report to the Association at the close of each fiscal year. She/he shall file all necessary federal, state or local tax returns and reports. An Assistant Treasurer appointed by the Board may assist the Treasurer in performance of her/his duties.

Section 4.3.6 Resignation

Any Officer may resign at any time by delivering notice by email to the President, the Secretary or the Board.

Section 4.3.7 Removal

Any Director, Nominating Committee member, Officer, or agent elected or appointed by the Board, may be removed, for cause, upon the vote of three-quarters (3/4) of the remaining Directors.

Section 4.4 Elections

All Officers and Directors shall be elected in staggered terms pursuant to ballots as provided in Article XI hereof and shall serve for three (3) years. No Director may serve more than two successive three-year terms; however, this provision shall not prevent a Director from serving additional terms as an Officer(s). Except for the Treasurer, no officer may succeed herself/himself in the same office.

Section 4.5 Vacancies

A vacancy occurring on the Nominating Committee or in any office other than the office of President or First Vice President may be filled by a majority vote of the Executive Committee of the Board, to be ratified by a majority of the Board. An officer or committee member so elected shall hold office until the next annual election, at which time any vacancy shall be filled by the regular elective process for the remainder of the applicable term. Such filling of any unexpired term shall not be counted as holding of office under the provisions of Section 4 hereof or as Committee service under the provisions of Section 5.2 hereof.

ARTICLE V Committees

Section 5.1 Executive Committee

There shall be an Executive Committee of the Board which will consist of five (5) Officers, including the President, First Vice President, Second Vice President, Secretary and Treasurer. The Executive Committee shall act for the Board between meetings with all the powers of the Board which may be lawfully delegated to it, except that it may not reverse any action taken by the Board. Three (3) members of the Committee shall constitute a quorum. The President shall act as Chair of the Executive Committee. The Secretary shall act as Secretary of the Executive Committee.

Section 5.2 Nominating Committee

The Nominating Committee shall be a subcommittee of the Board consisting of a minimum of five (5) board members. The Nominating Chair shall be the immediate past President. Members of the committee shall be appointed by the Board President in consultation with the Executive Committee.

Section 5.2.1 Nominating Committee Duties

The duties of the Nominating Committee shall be as follows:

- a) To communicate with the Board for the purpose of obtaining current needs of, and the performance of, potential nominees from the Board.
- b) To nominate qualified candidates who include representation by geographic distribution and the various schools within the University, and, to the extent practicable, class representation and educational program representation.
- c) To obtain from each candidate sufficient biographical material to permit the evaluation of such candidate's qualifications for office and the written consent of that candidate to serve, if elected.
- d) To meet at the call of the Nominating Chair to select candidates to fill vacancies in elective positions.
- e) To present to the Association a single slate with an option for a write-in for each vacancy in the offices of President, First Vice President, Second Vice President, Secretary, Treasurer and Directors.

Section 5.3 Finance Committee

The Finance Committee shall consist of the Treasurer, who shall be Chair, and such other members as may be appointed by the President. The committee shall assist the Treasurer in preparing the annual proposed budget for the Association and in such other matters as the Treasurer and/or the Board may request.

Section 5.4 Special Committees

The President of the Association shall appoint such other special committees as she/he deems necessary or appropriate.

ARTICLE VI

Finance

Section 6.1 Collection of Funds

The Association is authorized to solicit funds from its membership, under the direction and control of the Board, and consistent with the Association's purposes as articulated in Article II of the Bylaws.

Section 6.2 Giving

The Association, through its Board, working with its individual members, may conduct and contribute to an endowment fund, an Alumnae/i annual giving fund, and such other funds as the Board may establish from time to time.

Section 6.3 Books and Accounts

Books and accounts under the supervision of the Treasurer shall be set up and kept by the Association for the receipt and disbursement of all monies. These monies shall include class funds and any and all funds contributed to or held by the Association.

Section 6.4 Review of Accounts

The Association shall keep correct and complete books and records of account, minutes of the proceedings of its Board and such other records as may be necessary or advisable, or required by law at the principal office of the Association.

All books and records of the Association may be inspected by a Director for any proper purpose at any reasonable time, upon reasonable notice to the Secretary of the Association. The books and accounts of the Association shall be reported upon annually by a certified public accountant(s) employed by the Board.

Section 6.5 Fiscal Year

The fiscal year of the Association shall commence on July 1 and end on June 30 of each calendar year, provided that if a different fiscal year is at any time selected by the Executive Committee for purpose of federal income taxes, the fiscal year shall be the year so selected.

ARTICLE VII

Meeting of the Association

Section 7.1 Annual Meeting

The Association shall meet annually to transact its business. All business may be transacted at the Annual Meeting, except that no proposed amendments to the Bylaws shall be voted upon except in accordance with Article IX.

Section 7.2 Special Meeting

The President may, or, upon the request of two-thirds (2/3) of the Board, shall call a special meeting of the Association. Notice stating the place, day and hour of any special meeting of the Association shall be delivered to each known member.

Section 7.3 Voting Method

With the exception of a special meeting, voting electronically shall be the customary method by which members may express their preference for candidates or on proposals which are presented to the membership in advance of a given meeting.

ARTICLE VIII

Voting

Section 8.1 Right to Vote

The voting privilege shall be extended to all members.

Section 8.2 Ballot

- a) The notice of the annual meeting and a ballot shall be made available electronically. The ballot shall contain the address of the Association, the date by which the ballot is to be returned, the names and biographical information of the candidates nominated for election as a Director or Officer and the ballot shall also include any question to be voted upon by the members, with a provision for voting for or against it as well as provision for write-in votes. A paper ballot will be made available by the Office of Alumnae/i Affairs and Relations upon request.
- b) The completed ballot shall be returned by the date specified on the ballot.

**ARTICLE IX
Amendments**

Section 9.1 Amendment Process

These Bylaws may be amended or revised in accordance with the following process:

- a) The proposed amendment or revision first shall be approved by a majority vote of the Board voting at any regular or special meeting of the Board, prior to which the Directors have received notice that an amendment or revision to these Bylaws will be submitted to the meeting for consideration.
- b) Following such approval, the revised Bylaws take effect.
- c) A notice of the amendments and the revised Bylaws shall be made available on the Association's website within 30 days of the Board's approval.

**ARTICLE X
Rules of Procedure**

Except as otherwise provided in these Bylaws, Robert's Rules of Order Revised shall be the authority in parliamentary procedures of the members of the Association, the Board and their committees.

**ARTICLE XI
Board of Effective Date**

These Bylaws shall become effective as of July 1, 2020.