# CONVERSE COLLEGE ALUMNAE ASSOCIATION BYLAWS

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## BYLAWS OF THE CONVERSE COLLEGE ALUMNAE ASSOCIATION

### ARTICLE I. NAME, PURPOSE, DEFINITIONS

#### Section 1. Name.

The name of this organization shall be the Converse College Alumnae Association, which shall be referred to herein as the "Association."

## Section 2. Mission.

The purpose of the Association is to connect alumnae to Converse College and to each other, to provide valued services to members of the Alumnae, and to support the mission of the College.

Members of the Alumnae Association Board are asked to provide ongoing support for Converse College, to communicate the College's vision, encourage connection among the alumnae network, and to increase the visibility and promote the successes of Converse alumnae. The Alumnae Board is charged with supporting the goals of the Office of Alumnae Relations set forth by the Director of Alumnae Relations and Advisory Boards within Institutional Advancement.

### Section 3. Definitions.

The term "the College" when used herein shall, unless otherwise designated, refer to Converse College. The views of the College are reflections of the views of the President of the College, of the Office of Alumnae Relations and the Department of Institutional Advancement as a whole.

## Section 4. Equal Opportunity.

The Converse College Alumnae Association does not discriminate on the basis of race, color, sex, national or ethnic origin, age, sexual orientation, gender identity, religion, military service, or disability.

### ARTICLE II. MEMBERSHIP

### Section 1. Membership.

The following persons shall be eligible for membership in the Association and shall hereafter be called "alumna"/"alumnus" (singular) or "alumnae"/"alumni" (collectively known as "alumnae" hereafter). Membership will consist of two classes, active and honorary.

- A. Active. A graduate or former student of Converse College who attended for at least one (1) year, or the equivalent thereof, shall automatically be considered a member of the Association entitled to the benefits of membership. A former student of the College who attended for one (1) semester will, upon request and approval by the Association, be considered a member of the Association.
- B. **Honorary**. An honorary membership may be conferred on any person elected by the Alumnae Board. Honorary members may not vote or hold office.

## **ARTICLE III. ORGANIZATION & STRUCTURE** Section 1. Organization & Structure

The Association shall be controlled, and all business conducted, by the Alumnae Board. The Alumnae Board consists of an Executive Committee, Standing Committees, the Office of Alumnae Relations and Ad Hoc Committees as deemed necessary by the Executive Committee.

## ARTICLE IV. ALUMNAE BOARD

## Section 1. Alumnae Board Members.

The Alumnae Board shall consist of

- President;
- President-Elect or immediate Past President, in an ex-officio capacity, when applicable;
- Secretary
- All decade representatives as specified in Article VI, Section 13;
- Representatives as specified in Article VI;
- Such additional members, if any, as appointed by the President of the Association and approved by the Executive Committee; and
- Director of Alumnae Relations and Advisory Boards.

### Section 2. Executive Committee.

The Executive Committee shall consist of the President, President-Elect or immediate Past -President, Secretary, and all chairs of the Association's Standing Committees as set forth in Article IV, Section 4. The members of the Executive Committee shall assume office on July 1 and shall serve in accordance with Article IV, Section 6 of these bylaws.

### Section 3. Terms of Membership.

The members of the Alumnae Board shall assume their responsibilities at the Fall Meeting and shall serve their terms as follows:

- A. The President of the Alumnae Board shall serve for a two (2) year term;
  - a. The President of the Alumnae Board may serve on a Committee or Subcommittee of the Board of Trustees during their two (2) year term;
- B. The President-Elect, when applicable, shall serve for a one (1) year term;
  - a. The President-Elect, when applicable, shall serve as an advisor to the Board of Trustees during the one (1) year term;

- C. The Past President, when applicable, shall serve for a one (1) year term; and then rotate off the board. If vacating the board creates a vacant position it shall be filled in accordance with Article V, section two (2) of these Bylaws.
- D. Each committee chair and special representative (i.e.: Member-at large) shall serve for a two (2) year term;
- E. All remaining Alumnae Board members shall serve for a two (2) year term.
- F. No person shall serve more than two (2) consecutive terms in one (1) position on the Board nor shall any person serve more than eight (8) consecutive years in several positions, except if elected President.
- G. Any part of a term shall be treated as a full term.
- H. With the exception of the Director of Alumnae Relations and Advisory Boards, any person having served eight (8) consecutive years on the Alumnae Board must rotate off of the Alumnae Board for at least one (1) year before beginning a new term on the Alumnae Board.
- I. With the exception of the Director of Alumnae Relations and Advisory Boards, no member of the Alumnae Board shall receive compensation for his or her service on the Board other than as reimbursement for reasonable, pre-approved expenses incurred in the performance of duties as a member of the Alumnae Board. In the event that a member of the Alumnae Board accepts a full-time position with the College, other than as herein provided, said member shall tender immediately his or her resignation from the Alumnae Board.

## Section 4. Standing and Special Committees.

- A. The Standing Committees of the Association shall consist of the Converse Alumnae Recruitment and Retention Effort (CARRE) Committee, Giving Committee, Nominating Committee, Recognition Committee and the Touching Alumnae Peer-to-Peer (TAPP)Committee.
  - i. The Nominating Committee shall consist of the members of the Executive Committee and will be chaired by the President of the Alumnae Association.
  - ii. The Giving Committee is comprised of all members of the Alumnae Board and Chaired by the Giving Representative.
- B. The name, duties and procedures for each committee shall be governed by policies and procedures prepared by and kept current by appointed members of the Alumnae Board and the files of which will be maintained by the Office of Alumnae Relations.

- C. Ad hoc Committees may be appointed by the Executive Committee of the Association. Such special committees may be created to meet specific needs and to accomplish a specific purpose.
  - i. Members of an Ad hoc committee must be current members of the Alumnae Board;
  - The Executive Committee shall inform the Alumnae Board of the formation of the ad hoc committee including its purpose and membership;
  - iii. Chairs of ad hoc Committees may be asked to attend meetings of the Executive Committee;
  - iv. Members of an ad hoc shall keep the Alumnae Board and Office of Alumnae Relations fully informed of the status of their work;
  - v. When its mission is completed, an ad hoc committee shall be dissolved by the Executive Committee; and
  - vi. Ad hoc committees shall be reviewed and evaluated by the Executive Committee every two (2) years with a vote of the Executive Committee required to reestablish or dissolve an ad hoc Committee.

Chairs and members of Special Committees have a voting privilege as a member of the Alumnae Board until their committee is dissolved by the Executive Committee.

# Section 5. Duties and Authority.

The Alumnae Board shall be responsible for the affairs and business of the Association and shall formulate general policies of the Association to carry out the purposes of the Association as stated in Article I, Section 2 of these bylaws.

Additionally, The Alumnae Board role expectations shall include, but not be limited to the following:

- A. Serve as an Ambassador of Converse College by being an active advocate in your community. Be familiar with and speak in support of Converse allowing your name to be used publicly to advance the mission of the College;
- B. Attend and participate in at least one (1) Alumnae Association Board general membership meetings, and at least one (1) Executive Committee meeting, if applicable per year;
- C. Attend and participate in at least one (1) Alumnae Association events including oncampus alumnae events hosted by the College, Admissions events for prospective students and local chapter events per year;
- D. Actively participate in carrying out the responsibilities of at least one (1) committee on an annual basis;
- E. Participate in regional Alumnae Chapter events and activities;
- F. Maintain confidentially of data and Alumnae Board deliberations;
- G. Contribute to The Converse Annual Fund in the amount comfortable for the personal circumstances of the individual Board member in order to achieve the goal of 100% participation of the Alumnae Board;

- H. Cultivate and inspire financial generosity among alumnae and friends of Converse College;
- I. Lend experience and skill in addressing institutional challenges and keep the College informed of alumnae sentiment;
- J. Ensure effective organizational planning and management of resources; and
- K. Develop future alumnae membership.

## Section 6. Action Without Meeting.

Any action required or permitted to be taken at any meeting of the Alumnae Board may be taken by the Executive Committee with such action filed in the minutes of the proceedings of the Alumnae Board.

### Section 7. Vacancies.

Any vacancy in a position on the Alumnae Board between Annual Meetings shall be filled as soon as is practical by the Executive Committee, except for vacancies in the office of the President of the Association which shall be filled as described in Article V, Section 2 of these Bylaws. Those assuming unexpired terms shall serve the remainder of the unexpired term.

## ARTICLE V. EXECUTIVE COMMITTEE

#### Section 1. Executive Committee.

The Executive Committee shall be the administrative body of the Association and shall consist of the following members:

- President
- President-Elect or Immediate Past President
- Secretary
- Standing Committee Recognition Chair
- Standing Committee TAPP Chair
- Standing Committee CARRE Chair
- Standing Committee Giving Officer
- Director of Alumnae Relations and Advisory Boards

The Executive Committee shall assume office after the Annual Meeting of the Association and shall serve for a term of two (2) years, except that the President-Elect and immediate Past - President shall serve for a term of one (1) year each in alternating years.

Each Executive Committee member shall be elected by the procedures set forth in Article VI of these bylaws.

### Section 2. Duties and Authority.

The Executive Committee duties and authorities shall include, but not be limited to the following:

A. Attend scheduled Alumnae Board meetings and participate in standing phone conferencing meetings

- B. Support Converse annually, to whatever extent is financially possible, while serving on the board.
- C. Develop future Alumnae Board leadership.
- D. Participate in Regional Alumnae Chapter Events and Activities.

Specific to their position, and without limitation upon any of the foregoing, the duties of the Executive Committee shall include, but not be limited to, the following:

## A. President.

The President of the Alumnae Board shall be the Chief Executive Officer of the Association and shall be responsible for the general supervision of the policies, programs and decisions adopted by the Alumnae Board.

- The President shall act as spokesperson for the Association and shall have the right to call special meetings of the Association, Alumnae Board and Executive Committee upon prior notice of at least three (3) business days.
- ii. The President shall: (i) preside at the meetings of the Alumnae, Alumnae Board, and Executive Committee, and (ii) plan and promote the programs of the Association, subject to the direction and approval of the Association.
- iii. The President of the Association shall keep the Association duly informed as to the administration and activities of the Association.
- iv. The President shall serve as an *ex-officio* member of all Association committees and when in attendance at a meeting of an Association committee is to be counted for purposes of determining the presence of a quorum. If the President is not in attendance at a meeting of an Association committee, the number required for a quorum is determined without regard to the membership of the President on that committee. Once ratified by the Board of Trustees, the President shall serve a two (2) year term as an *ex-officio* member of the Board of Trustees and shall make such reports to the Trustees as that body shall request.
- v. In the absence of the President, the President-Elect, shall preside at Association meetings and perform the duties of the President of the Association.
- vi. The President of the Association and the Director of Alumnae Relations and Advisory Boards can determine and elect a designated member of the Board to participate in the Board of Trustees meeting should the President be unable to attend and there is no President-Elect serving as Advisor to the Board of Trustees.

## B. President-Elect.

The President – Elect will automatically become President of the Association at the expiration of the one (1) year term. The President-Elect shall serve as a member of the Alumnae Board and shall serve as an ex-officio member of all committees. The President-Elect shall aid the President in the performance of

her responsibilities in such manner and to such extent as the President may request. The President-Elect will serve as an advisor to the Board of Trustees. In the temporary absence of the President, the President-Elect shall preside at meetings and perform the duties of President. In the event the office of President becomes vacant prior to the end of the President's term, the President-Elect shall succeed to the office of President for the remainder of the term.

## C. Secretary.

The Secretary shall:

- i. consult with and assist all the Executive Committee members of the Association on the work of the Association generally in the manner and to the extent they may request,
- ii. cause to be issued notices of all meetings of the Alumnae Board and the Membership,
- iii. keep a true record of the proceedings of all meetings of the Alumnae Board and of the Membership, and
- iv. serve as a liaison between the Association and the Director of Alumnae Relations and Advisory Boards regarding the retention and maintenance of books, papers, documents, and other property (i.e. website and social media) pertaining to the works of the Association in the custody of the Office of Alumnae Relations.

### D. Immediate Past-President.

The immediate Past-President shall serve as an ex-officio member of the Alumnae Board, the Nominating Committee and the Executive Committee for one (1) year post Presidential term. The immediate Past-President should be available, as needed, to the President of the Association as a reference of institutional knowledge of the Board.

**E.** Committee Chairs (Chairs of Recognition, TAPP, CARRE, Giving). Duties are outlined for committees in Article VI Sections 2-6.

## ARTICLE VI. COMMITTEES AND SPECIAL REPRESENTATIVES

### Section 1. Scope.

Each committee chair or special representative shall serve for a term as follows:

- A. All Executive Committee Members who serve as a committee chair shall serve for a term of two (2) years, subject to re-election for one (1) additional two (2) year term, and
- B. All remaining Members of the Alumnae Board who serve as special representatives shall serve for a term of two (2) years subject to re-election for one (1) additional two (2) year term.

- C. Members of the committees shall be appointed by their respective committee chair following the Annual Meeting of the Association, except when otherwise indicated.
  - a. Committees shall meet at such time(s) and place(s) as the chair may determine. The duties of each committee shall include those responsibilities provided here and those set forth by the Alumnae Board.

#### Section 2. Executive Committee.

The members of the Executive Committee shall consist of those members as described in Article V, Section 1 of these bylaws. The Executive Committee shall have the authority to transact the affairs and business of the Association between meetings of the Alumnae Board. A report of the action of the Executive Committee shall be made by the President of the Association at the next Alumnae Board meeting following such actions by the Executive Committee. Duties and authorities of the Executive Committee are described in Article V Section 2 of these bylaws.

#### Section 3. Nominating Committee.

The Nominating Committee shall consist of at least five (5) members, one (1) of whom shall be the President of the Association presiding as the Nominating Committee Chair, and one (1) of whom shall be either the immediate Past - President or President- Elect. The remaining members of the Nominating Committee shall consist of the current Executive Committee. The procedures of the Nominating Committee shall be as described in Article VIII of these bylaws.

### Section 4. Recognition Committee.

This committee shall govern the procedures for nomination, designation and notification of recipients for alumnae achievement awards of the Association. This committee shall recommend to the Board the recipients for designated awards. This committee shall consist of a chair and such other members as the chair may determine from time to time. The Music School Representative and the Young Alumnae Representative may serve as members of the Recognition Committee.

### Section 5. Converse Alumnae Recruitment and Retention Effort (CARRE) Committee.

The Converse Alumnae Recruitment and Retention Effort (CARRE) Committee shall consist of a chair and such other members as the chair may determine from time to time. The CARRE Committee shall coordinate student recruitment and retention efforts with alumnae for the purpose of engaging qualified prospective students in Converse. The CARRE committee shall work directly with alumnae volunteers known as CARRE Representatives and shall make recommendations for future CARRE Representatives to be appointed by the Alumnae Office. Each committee member also shall serve as a CARRE Representative.

#### Section 6. Touching Alumnae Peer-to-Peer Committee.

The Touching Alumnae Peer-to-Peer (TAPP) Committee shall consist of a chair and such other members as determined by the chair. The TAPP Committee will assist the Office of Alumnae Relations & Advisory Boards, in building a peer-to-peer network and soliciting alumnae for engagement with the college. The TAPP Chair with assistance from the TAPP committee will be the liaison between the College and Alumnae Chapters.

### Section 7. Golden Club Representative.

The Golden Club Representative shall be a member of the Golden Club, which shall consist of those alumnae whose classes graduated from the College fifty (50) years ago or more. The Representative shall serve as liaison between the Golden Club and the Association and shall make known to the Association the programs and activities of the Golden Club.

### Section 8. Music School Representative.

The School of Music Representative shall serve as a liaison between the School of Music and the Association, shall make known to the Association the programs, alumnae recitals and other activities of the School of Music and shall promote an ongoing involvement of music alumnae to the Association. The Music School Representative may serve as a member of the Recognition Committee.

### Section 9. Young Alumnae Representative.

The Young Alumnae Representative, whose class shall have graduated no more than ten (10) years prior to the Representative's election, shall serve as the link between recent graduates and the Association. This Representative shall promote better communication among the College, the young alumnae, and the Association, and shall provide for future Association leadership through this on-going interaction. The Young Alumnae Representative may serve as a member of the Recognition Committee.

### Section 10. Converse II Representatives.

The Converse II Representative shall serve as liaison between the Converse II alumnae and the Association and shall make known to the Association the programs and activities of the Converse II program.

## Section 11. Graduate Degree Representative.

The Graduate Degree Representative shall serve as a liaison between the Graduate Degree alumni and the Association and shall make known to the Association the programs and activities of the Graduate Degree program.

### Section 12. Giving Officer.

The Giving Representative shall work within the College's overall resource development effort to: help maximize support for Converse College; lead existing donors to increase their giving; attract donors who would not be as strongly attracted by other forms of giving; and, help donors increase the amount of their gifts without increased cost to them. The Giving Officer shall serve as a member of the Executive Committee of the Association.

### Section 13. Decade Representatives.

Decade Representatives serve as links between their respective decades and the Association, promoting better communication, friendship, and support of the College. Each Decade Representative shall serve on a committee to which she is assigned. Members of the Executive Committee may no longer represent a decade or special group.

There shall be no less than two (2) and no more than four (4) representatives per decade.

## Section 14. Board Members at Large.

The number of Board Members at Large shall not exceed five (5). Board Members at Large serve the purpose of generating and/or maintaining additional involvement on the Alumnae Association Board. Members will be assigned to serve on a standing committee.

#### **ARTICLE VII MEETINGS**

Section 1. Association.

### A. Annual Meeting

The Annual Meeting of the Association shall be held in Spartanburg, South Carolina. Notice of the time, place and date shall be announced to all members of the Association prior to the Annual Meeting. Such notice may include, but is not limited to, publication in a magazine, report and/or periodical, posting on an official website or social media account of the College with general circulation and access by all members.

## B. Special Meetings.

Special meetings of the Association shall be called by the President at her discretion or upon the written request of fifteen (15) members. No vote shall be taken upon any matter unless a written notice stating time, place and purpose of meeting is given at least two (2) weeks in advance of such meeting to all members of the Association.

## C. Quorum.

A quorum of the Association shall consist of a majority of the members of the Association.

### Section 2. Alumnae Board.

### A. Meetings.

The Alumnae Board shall meet at least twice each year in addition to the Annual Meeting. The time and place of the meetings shall be coordinated with the Executive Committee and the Office of Alumnae Relations.

### B. Special Meetings.

Additional or special meetings of the Board may be called either by action of the Executive Committee or by a petition to the Director of Alumnae Relations and Advisory Boards signed by at least three (3) members of the Board.

### C. Attendance.

A member of the Alumnae Board should attend at least one (1) Alumnae Board meeting each year. If any person misses two (2) consecutive regular meetings of

the Board, the President of the Board with the approval of the Executive Committee may dismiss the member and appoint a successor for the unexpired term.

## D. Quorum.

A quorum of the Alumnae Board shall consist of two-thirds (2/3) of those present at the meeting.

## D. Proxy.

Any member may by written proxy designate an agent to cast the votes of such member. Unless otherwise stated therein, a proxy shall be deemed to confer authority on all matters properly presented at the meeting. A proxy shall be revocable at will prior to a meeting unless otherwise specified therein. No proxy shall be honored until delivered to the Secretary of the Association by midnight of the calendar day preceding the day of the meeting.

## ARTICLE VIII. NOMINATING PROCEDURES: ELECTIONS

## Section 1. Scope.

This Article shall govern the procedures for nomination of candidates to be Executive Committee Members, Members, and Members at Large of the Alumnae Board.

## Section 2. Eligibility.

- A. Only Members of the Association shall be eligible to be elected to the Board and Executive Committee.
- B. Employees of the College shall not serve as Board Members of the Association with the exception of the Director of Alumnae Relations and Advisory Boards.

## Section 3. Nominating Committee.

**A.** There shall be a Nominating Committee comprised of at least five (5) members of the Board who make up the Executive Committee with the President of the Association presiding as Chair.

**B.** Members of the Nominating Committee shall serve for a term of two (2) years coinciding with their term on the Executive Committee.

**C.** The Nominating Committee shall nominate candidates for election as Members of the Alumnae Board from incumbents who are in good standing, nominated candidates, and self-nominated candidates.

**D**. The Nominating Committee shall present for approval to the Alumnae Board a single slate of candidates for each of the positions of President, President-Elect, if applicable, Secretary, Recognition Committee Chair, Converse Alumnae Recruitment and Retention Committee

(CARRE) Chair, Touching Alumnae Peer-to-Peer Committee (TAPP) Chair, Giving Representative, Young Alumnae Representative, Music School Representative, Golden Club Representatives, Converse II Representatives, Graduate Degree Representative, Decade Representatives, and such other committee chairs or other positions as the Alumnae Board requests.

**E.** Following approval by the Alumnae Board, the slate for elected positions on the Alumnae Board shall be published prior to the Annual Meeting during Reunion.

**F.** The Nominating Committee shall maintain a leadership file and shall work to find appropriate and interested alumnae for committee assignments. The Nominating Committee may submit names to the Board of Trustees and Board of Visitors for proposal of possible membership.

## Section 4. Nominations.

Nominations can be submitted by alumnae, faculty, staff, members of the Alumnae Board, or by self-nomination.

Section 5. Election Process

### **Required Votes.**

In the event votes must be cast at the Annual Meeting, each Executive Committee member of the Association and Member of the Alumnae Board presented on the slate must receive a plurality of the votes cast.

## ARTICLE IX DIRECTOR OF ALUMNAE RELATIONS AND ADVISORY BOARDS

A Director of Alumnae Relations and Advisory Boards shall be employed by Converse College to assist the Executive Committee of the Alumnae Association in directing and supervising the work of the Association and to assist the Alumnae Board in formulating the general policies of the Association.

The Director of Alumnae Relations and Advisory Boards shall be responsible to the Vice President for Institutional Advancement, and shall make such reports to the Alumnae Board. Any costs associated with the Alumnae Association Board shall come from the Institutional Advancement Department's approved budget. The Director of Alumnae Relations and Advisory Boards shall serve as a member of the Alumnae Board and of all committees.

## **ARTICLE X. CHAPTERS**

The Association's Chapter network is intended to build a connection between alumnae and the College. Through meaningful, impactful, and diverse events, as well as communication and leadership, chapters are an invaluable resource and active stewards of the Converse tradition. A Chapter's impact includes:

• Strengthened membership

- Increased contact/communication with alumnae
- Increased connections and visibility with donors
- Recruitment of the next generation of Converse students
- Increased pride in Converse
- Increased Converse presence and influence across the nation

#### Section 1. Organization.

Any group of members of the Association (10 or more) may form a chapter of the Association (a) by notifying the TAPP Chair of the Alumnae Association or the Director of Alumnae Relations and Advisory Boards and (b) by complying with the provisions of this article.

### Section 2. Requirements & Responsibilities.

The following responsibilities are the minimum expectations for a chapter:

- Each Chapter shall adhere to the purposes of the Association in accordance with established guidelines and procedures as set forth by the TAPP Committee in coordination with the College.
- Each Chapter shall submit the names of the leaders/officers to the TAPP Committee within two (2) weeks of becoming an established Chapter.
- Each Chapter's leadership is responsible for relaying upcoming events and reports of all chapter activities in a timely manner to the TAPP Chair and the Director of Alumnae Relations and Advisory Boards.
- Additional Chapter-specific policies are maintained by the TAPP committee.

### Section 3. Petition to the Alumnae Board.

Each chapter, in its sole discretion, may present such proposals or petitions to the Alumnae Board as said chapter deems necessary or desirable for consideration by the Alumnae Board. Such proposals or petitions shall be submitted no later than two (2) weeks prior to a standing meeting of the Alumnae Board or Executive Committee. These petitions can include, but are not limited to funding requests to the Institutional Advancement Department

# ARTICLE XI. EFFECTIVE DATE AND TRANSITION PROVISIONS:

### **AMENDMENTS**

### Section 1. Effective Date and Transition Provisions.

These bylaws shall become effective March 1, 2019, upon approval by the Alumnae Board and the Governance Committee of the Board of Trustees.

### Section 2. Amendments.

The bylaws may be amended by the Alumnae Board at a regularly scheduled meeting of the Alumnae Board. The bylaws may be amended by a two-thirds (2/3) vote of the Alumnae Board for operating purposes, pending ratification at the next announced meeting of the Alumnae Board. Members of the Association shall be properly notified of such amendments and the schedule of the meeting when such amendments are to be ratified.

# Section 3. REVIEW.

The bylaws shall be subject to review at least every five (5) years by a committee appointed by the President of the Association.

Original:May 1990Updated:April 1996Updated:April 1997Updated:April 2002Updated:September 2007Updated:January 2013Updated:January 2019