

Proposed Amendment to the By-Laws of the Alumni Association of St. John's College

Background: *The proposed amendment will strike or replace the term "Lead Alumni Office Representative" with the term "Director of Alumni Relations" throughout the document. The purpose of this change is to update the By-Laws to reflect the new structure of the Office of Alumni Relations. When the current By-Laws were written, each campus had its own Director of Alumni Relations, one of whom was designated each year to serve on the Alumni Association Board of Directors as "Lead Alumni Office Representative." As a result of restructuring, there is now a single college-wide Director of Alumni Relations and this designation is no longer necessary or meaningful. Specific edits to the document are detailed below, listed by the Article and Sections affected.*

ARTICLE I. DEFINITIONS

~~"Lead Alumni Office Representative" shall mean the representative of the College designated as such.~~

ARTICLE IV. MEETINGS OF MEMBERS

SECTION 2. SPECIAL MEETINGS. Special Meetings of the members of the Association (a) may be called by the President or by the President-Elect, (b) shall be called by the Secretary at (i) the written or electronic request of a majority of the Board or (ii) upon receipt of a Petition by at least fifty members of the Association in good standing, or (c) if the Secretary is not responsive within fifteen days to a request or Petition duly delivered pursuant to clause (b) above, may be called by the persons requesting or Petitioning for such Special Meeting by providing written notification of such call to the Director of Alumni Relations ~~Lead Alumni Office Representative~~. No Special Meeting shall be called during the sixty calendar days preceding the date of the Annual Meeting if notice of such Annual Meeting has been given. Such call, and any request or Petition triggering a call, shall state the purpose or purposes of the Special Meeting in reasonably specific detail.

ARTICLE V. BOARD OF DIRECTORS

SECTION 2. BOARD MEMBERS.

e. The Director of Alumni Relations ~~Lead Alumni Office Representative~~.

All Directors (other than the Director of Alumni Relations ~~Lead Alumni Office Representative~~) must be members in good standing of the Association in order to exercise their powers as Directors.

SECTION 4. REMOVAL OF OFFICERS AND DIRECTORS.

Any Director (other than the Director of Alumni Relations ~~Lead Alumni Office Representative~~ and Directors Emeriti) who fails to be present for at least two out of three consecutive meetings shall forfeit membership on the Board, unless the Nominating Committee determines that such failure is excusable.

At an Annual or Special Meeting a Director (other than the Director of Alumni Relations ~~Lead Alumni Office Representative~~ or a Director Emeritus) may be recalled by a vote of no fewer than three-quarters of the members in good standing in attendance, in person or by Proxy, at such meeting if adequate notice of such a proposed action has been given. If the vote passes, the recalled Director shall immediately cease to be a member of the Board (and of the office, if any, which he or she occupied), and the vacancy shall be filled as provided in Article VIII, Section 9.

ARTICLE IX. COMMITTEES

SECTION 1. NOMINATING COMMITTEE. The Nominating Committee shall consist of the President-Elect, who shall act as chair, the President, the Past President, the Director of Alumni Relations ~~Lead Alumni Office Representative~~, and five appointed members of the Association in good standing, who may not be current members of the Board. ...

ARTICLE XI. AMENDMENTS

Amendments to these By-Laws may also be submitted to the membership at any Annual Meeting by Petition of at least fifty members in good standing received by the Secretary or his or her designee at least ninety calendar days prior to the date of the Annual Meeting. The Secretary shall provide prompt notice thereof to the Board and notice to members of the Association no later than sixty calendar days prior to the date of the meeting at which the amendments are to be considered. If the person who receives a valid Petition for amendments to these By-Laws shall fail or refuse to provide such notice within thirty calendar days after receipt of such a Petition, the persons Petitioning for such amendments may provide such notice by giving written notification of such amendments to the Director of Alumni Relations ~~Lead Alumni Office Representative~~. The Director of Alumni Relations ~~Lead Alumni Office Representative~~ shall promptly provide notice of the proposed amendments to the Board, shall post information relating thereto on an appropriate College or Association website freely available to the members of the Association, and shall provide notice to members.