Laurel School Alumnae Association By-laws

FIRST: The name of the organization shall be THE LAUREL SCHOOL ALUMNAE ASSOCIATION, hereinafter "the Association."

SECOND: The principal office of the Association shall be located in Shaker Heights, Cuyahoga County, Ohio.

THIRD: The Association is an incorporated body which includes every woman who has attended Laurel School. Its purpose is to promote and support social, professional, and volunteer interaction between alumnae and the School. The Association seeks to encourage the well-being of the school, including provision of financial support, and to project a positive image of the school in the community at large.

The Alumnae Board, hereinafter known as “the Board,” is the governing body of the Association. Its responsibility is to plan alumnae activities which will fulfill the mission of the Association in accordance with the mission of Laurel School.

FOURTH: The Association and those exercising its powers shall be subordinate to and subject to the authority of the Board of Trustees of Laurel School.

FIFTH: The Association shall not promote outside commercial interests or promote political candidates through endorsement or other support.

ARTICLE I

Membership

Section 1. Any woman who has attended Laurel School for at least one academic year shall be a member of the Association following graduation of the class in which she was a member.

Section 2. A member shall remain in the Association during her lifetime unless she resigns by written notice delivered to any officer of the Association.

Section 3. Honorary membership in the Laurel School Alumnae Association may be granted, at the discretion of the Alumnae Board, to a member of the faculty or staff with forty years or more service to the School upon her or his retirement.

ARTICLE II

Business Meetings of Members

Section 1. There shall be an Annual Meeting in conjunction with Alumnae Weekend which is open to all members of the Association. The date, time, and place of said meeting shall be fixed by the President of the Association. A majority of the members of the Board may call the meeting if the President fails to do so.

Section 2. Special business meetings of the Association may be called by the President, any other officer, or any three members of the Board.
Section 3. A quorum at a business meeting shall be 25 members of the Association physically present or participating by limited proxy.

Section 4. At a business meeting of the members where there is a quorum, any action must be by a majority vote of those in attendance. However, a vote may be cast by a member of the Association not physically present via a limited proxy. All limited proxies must be submitted in writing to the Secretary of the Board fourteen (14) days in advance. The limited proxy is for the one issue/vote in consideration at that business meeting and is revocable. The limited proxy must be verified by the Alumnae Office. The Secretary of the Board votes all limited proxies.

Section 5. Members must be notified in writing, which can include email notification, of any business meeting, no later than ten days preceding the date of the meeting. The notice shall state the purpose of the meeting.

ARTICLE III

Board of the Alumnae Association

Section 1. The officers of the Board serve as officers of the Association.

Section 2. The Board shall consist of three officers (the President, the Vice-President and the Secretary) and from 10-15 members-at-large. All members of the Board will be elected to serve three-year rotating terms.

Section 3. All members of the Board shall be selected by the Nominating Committee or as provided in Article V, Section 6. Any member-at-large shall not serve more than two consecutive terms in such capacity. The President and Vice-President may serve no more than two consecutive terms in said offices.

Section 4. The Board develops and implements programs as a working Board. Board members are expected to attend all business meetings. Members are also encouraged to attend all Board-sponsored events. If a Board member is repeatedly absent, an officer may discuss the time commitment necessary to a fully functioning Board and come to a mutual understanding on the obstacles to service in the short and long term. A member of the Board may be removed for good cause shown by a two-thirds vote of the Board. A member of the Board may resign by delivering a notice in writing to an officer.

Section 5. In the event a vacancy is created by removal, death, or resignation of a member of the Board during a term, the Nominating Committee that nominated the existing Board shall be convened. That Committee will recommend for the Board’s approval a candidate to fill any vacancy of President or Vice-President. In addition, the Committee will fill any member-at-large vacancies necessary to fulfill the requirements set forth in Section 2 of this Article.
ARTICLE IV

Officers of the Association

The officers and their duties are as follows:

Section 1. The President shall be the chief executive officer of the Association and as such presides over all business meetings of members and the Board and periodic meetings of the officers. The President, in consultation with the other officers of the Board and the Director of Alumnae, shall appoint all committee chairs. The President also shall serve as a voting member of the Board of Trustees of Laurel School. The President shall execute all actions authorized by the Association. The President serves a three-year term.

Section 2. The Vice-President serves to support the President and fulfills duties as assigned by the President. In the event the President is unable to fulfill her responsibilities, the Vice-President shall assume the President’s duties on an interim basis as described above. The Vice-President serves a three-year term.

Section 3. The President annually appoints a member-at-large of the Board to be Secretary. The Secretary fulfills the duties normally assigned to the secretary, such as recording the minutes of Board meetings. The Secretary handles Board correspondence as necessary.

ARTICLE V

Nomination Procedures for Officers and Members-at-Large of the Board

Section 1. The immediate Past-President of the Board shall serve as Chair of the Nominating Committee. In the event the immediate Past-President is not available to serve, the current President, in consultation with the other officers and the Director of Alumnae, shall appoint a former officer of the Board to serve as the Chair. The Nominating Committee shall consist, at a minimum, of the chairman, at least one current Board officer, and three members-at-large of the Board.

Section 2. All members of the Association are eligible to serve on the Nominating Committee.

Section 3. Before each Annual Meeting, the Nominating Committee shall nominate the number of members-at-large necessary to fulfill the requirements set forth in Article III, Section 2 and any candidates for President and/or Vice-President, as necessary. Candidates should represent the diversity of the Association membership and possess a commitment to Laurel School.

Section 4. Candidates for President and Vice-President must be current or former members of the Board.

Section 5. No member of the Nominating Committee shall appear on the slate.

Section 6. Nominations may also be made by written petition signed by twenty-five members of the Association, providing that the nominee(s) have consented, and submitted by certified mail to the President at least thirty (30) days prior to the Annual Meeting. Should additional nominations by petition be proposed, a ballot listing all valid candidates will be voted upon at the Annual Meeting. The candidates receiving the most votes, by a simple majority of the members voting, are elected to the open positions on the Board. Any candidate for President and/or Vice-President must meet the requirements set forth in Section 4 of this Article.
ARTICLE VI

Meetings of the Board of the Association

Section 1. Meetings of the Board may be called by any of the following: the President, the Vice-President, the Secretary, or any three members-at-large of the Board. Notice of any meeting must be conveyed to all members of the Board at least three days prior to the scheduled meeting.

Section 2. A quorum for any Board meeting shall consist of a majority of the Board including at least two officers.

Section 3. Except as provided in Section 4 hereunder, any action by the Board may be by majority vote of the quorum at the Board meeting. Board members who are unable to attend said meeting may not invoke a limited-use proxy.

Section 4. Action may be taken by the Board without a meeting provided that approval of the action is authorized in writing by a majority of members of the Board.

ARTICLE VII

Committees of the Board

Section 1. The Board members may appoint standing committees to serve the needs of the Association. The standing committees shall consist of members of the Association, who may be members of the Board. Each standing committee shall have a member of the Board appointed to serve as a liaison to the Board. Each standing committee shall regulate its own procedures and report at least quarterly to the Board.

Section 2. The President shall be notified of the meetings of all committees and shall be an ex-officio member of each committee.

Section 3. Each Board member shall serve as an active participant on at least one standing committee of the Board.

Section 4. Other special committees may be named by the President.

ARTICLE VIII

Amendments to By-Laws

Section 1. These By-Laws may be amended by a majority vote of the members of the Association present at any meeting of the members, provided that the amendment is approved by the Board and notice of the meeting and its purpose is given to the members, as provided under Article II.

Section 2. Roberts Rules of Order, as revised, shall be the Parliamentary Authority of this Association in all cases to which they are applicable and in which they are not inconsistent with these By-Laws.

Adopted May 22, 1999
Amended December 17, 2004
Amended May 17, 2008
Amended May 17, 2014