

THE BY-LAWS OF THE STUART ALUMNAE ASSOCIATION STUART COUNTRY DAY SCHOOL OF THE SACRED HEART

ARTICLE I MISSION

The mission of the Stuart Alumnae Association (the "Association") is to enrich the alumnae experience, foster beneficial relationships for alumnae in the Stuart community and in the global Sacred Heart network, and to assist Stuart Country Day School of the Sacred Heart (the "School") in carrying out the Goals and Criteria of the Sacred Heart.

ARTICLE II MEMBERSHIP

Section 1. A Member shall be any person who has attended the School for at least one year and is a high school graduate.

Section 2. Faculty and staff employed by the School for ten years or more shall become Honorary Members. Individuals who have been affiliated with the School or with another Sacred Heart school may be elected Honorary Members by a majority of the Alumnae Board.

Section 3. The rights of Members shall be the right to vote, hold office and participate in all Alumnae functions.

ARTICLE III OFFICERS

Section 1. The elected Officers shall consist of a President, a Vice-President and a Secretary/Treasurer.

Section 2. The Officers shall be elected by a majority vote of the Membership of the Association at the Annual Meeting after nomination by the Nominating Committee. Voting by eligible Alumnae Board members for purposes of this section may be conducted by mail or electronic media (email), provided that a single medium shall be employed for each vote.

Section 3. The term of the office of the President and the Vice-President shall be two years. The Secretary/Treasurer shall serve for one year. No Officer shall hold more than one office and no person shall hold the same office for more than two consecutive terms.

Section 4. In the event of a vacancy, other than that of the President, the Alumnae Board, by majority vote, shall select an interim Officer who shall serve the remainder of the unexpired term. In the event of a vacancy in the Office of the President, the Vice-President shall serve the remainder of the unexpired term. Such filling of an unexpired term shall not be counted as holding of office for purposes of the term limitations of Section 3 above.

ARTICLE IV DUTIES OF OFFICERS

Section 1. **PRESIDENT** The President shall be the chief executive officer of the Association and shall be the chair of the Alumnae Board. She shall preside at all meetings of the Association and at all meetings of the Alumnae Board. She shall serve as the representative of the Association and the Alumnae Board to the School.

Section 2. **VICE-PRESIDENT** The Vice-President shall exercise the powers of the President and perform the duties of the President in the event of the absence or disability of the President. She shall assist the President whenever necessary for the proper function of the Association. In the event of a vacancy in the office of the President, the Vice-President shall succeed to the office for the balance of the unexpired term.

Section 3. **SECRETARY/TREASURER** The Secretary/Treasurer shall keep an accurate record of the minutes of all meetings of the Alumnae Board and of the Association. Copies of the minutes shall be provided to the Alumnae Board and shall be read for approval at the next meeting of the Alumnae Board, unless otherwise stipulated. Any other documents necessary to the Association shall be maintained by her. The Secretary/Treasurer shall be responsible for sending out all notices of meetings of the Association and of the Alumnae Board

ARTICLE V ALUMNAE BOARD

Section 1. The Alumnae Board shall consist of not more than twenty (20) and not fewer than twelve (12) members. It shall consist of the Officers, the Head of the School and the Alumnae Coordinator, both of whom shall serve ex-officio, and such other members as shall be elected by the Alumnae Board. All members shall have the authority to deliberate and vote upon all matters before the Alumnae Board.

Section 2. The members of the Alumnae Board shall attend all meetings of the Alumnae Board. Each member of the

Alumnae Board shall attend a minimum of 50% of scheduled Alumnae Board meetings. The meetings may be held electronically.

Section 3. The Alumnae Board shall establish the policy of the Association, shall conduct the affairs of the Association, and shall implement the directives of the Association.

Section 4. Members of the Alumnae Board shall serve for a two year term, and may serve for no more than three consecutive terms. The terms shall be staggered so that half of the members' terms expire each year. Notwithstanding the foregoing, time served as an Officer shall not count toward the member's term limit.

ARTICLE VI MEETINGS

Section 1. There shall be an annual meeting of the Association (the "Annual Meeting"), on such date as shall be fixed by the Alumnae Board, but generally in conjunction with the Alumnae reunions.

Section 2. There shall be at least four meetings of the Alumnae Board at places and times to be determined by the President. One such meeting shall take place as soon as possible following the Annual Meeting. Additional meetings of the Alumnae Board may be called by the President or by a majority of the members of the Alumnae Board. The meetings may be held virtually.

Section 3. There shall be four meetings of the Executive Committee at places and times to be determined by the President. The meetings may be held by telephone or video conference call.

Section 4. A quorum of one-third of all members of the Alumnae Board must be present to hold a vote on any matters before the Alumnae Board.

ARTICLE VII COMMITTEES

Section 1. There shall be an Executive Committee of the Alumnae Board, consisting of the Officers and the Chairs of the Standing Committees.

Section 2. There shall be the following Standing Committees:

- Nominating
- Communications
- Alumnae Networking
- Student Relations
- Development-Admissions

Section 3. The Nominating Committee is responsible for nomination of Officers and Alumnae Board members, as specified in these By-Laws. The nominating committee is authorized and shall be responsible for the selection of final candidates from the pool of nominees for the Barbara Boggs Sigmund Award, the Alumnae Gallery and the Athletic Hall of Fame. The nominating committee shall review and consider the qualifications of the pool of nominees for the awards referenced in this paragraph and make final determinations, subject to the approval of the Head of School.

Section 4. The Communications Committee assists in conceptualization and preparation of a variety of communication materials related to the mission.

Section 5. The Alumnae Network Committee assists in building the Stuart, national (AASH) and international (AMASC) networks of Alumni/Alumnae of the Sacred Heart.

Section 6. The Student Relations Committee assists in educating current students about the Association.

Section 7. The Development Committee assists the School in fundraising activities.

Section 8. The Admissions Committee assists the School's Admissions Office.

Section 9. There shall be such other Committees as shall be appointed by the President, with the approval of a majority of the members of the Alumnae Board.

Section 10. The Chair of each Committee shall be appointed by the President. Notwithstanding the foregoing, the Chair of the Nominating Committee shall be appointed by the President, with the approval of a majority of the members of the Alumnae Board.

ARTICLE VIII ELECTIONS

Section 1. A slate of Officers for terms which are expiring shall be proposed by the Nominating Committee, approved by the Alumnae Board, and mailed or emailed to the Member at least one month prior to the Annual Meeting. The Chair of the Nominating Committee shall conduct the election of Officers at the Annual Meeting. Officers shall be elected by a majority vote of those members present at the Annual Meeting, in person or by proxy (such proxy to have been received by mail or email at least one week prior to the Annual Meeting).

Section 2. A slate of members of the Alumnae Board for terms which are expiring shall be proposed by the Nominating Committee, for approval by the Alumnae Board at the meeting preceding the Annual Meeting. New Alumnae Board members shall be elected by a majority vote of the Alumnae Board. Voting by eligible Alumnae Board members for purposes of this section may be conducted by mail or electronic media (email), provided that a single medium shall be employed for each vote.

ARTICLE IX STANDING RULES

ARTICLE X AMENDMENTS

These By-Laws may be amended by a majority vote of those members present at a meeting of the Association, in person or by proxy (such proxy to have been received by mail or email at least one week prior to the meeting). Such meeting shall be held upon one month notice thereof, such notice to be accompanied by a copy of the proposed amendments to these By-Laws.