

ASSOCIATION OF ALUMNAE  
OF THE UNIVERSITY OF PENNSYLVANIA  
BY-LAWS

May 6, 2008

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ARTICLE I – NAME

The name of this organization shall be the Association of Alumnae of the University of Pennsylvania.

ARTICLE II – MISSION

The mission of the Association is to:

1. Promote the interests and welfare of both the University of Pennsylvania and its alumnae by creating and encouraging involvement in the activities and programs of the Association.
2. Strengthen the lifelong relationship between the University of Pennsylvania and its alumnae by co-sponsoring events for alumnae with other University groups.
3. Provide a forum for the discussion of alumnae issues, policies, activities, and the general development of programs for women at the University.

ARTICLE III – MEMBERSHIP

Section 1. Membership – The Association shall be composed of the following women:

- A. All graduates of the University.
- B. Recipients of an honorary degree from the University.
- C. Past or present Trustees of the University who are not graduates of the University.
- D. Matriculants who shall have completed at least one year in good standing in a degree program of the University.
- E. Such other members as the Board may elect from the following: (a) past or present members of the University's administrative and teaching staffs; (b) holders of certificates or the equivalent from programs of the

University, as such programs are recommended by a school of the University and approved by the Board's Executive Committee; and (c) any other group or constituency related to the University.

Section 2. Privileges of Membership – Any member is eligible to attend Association meetings and events and may be considered for election to the Board of Directors.

#### ARTICLE IV – OFFICERS

Section 1.     1.     President  
                  1.     First Vice President  
                  2.     Second Vice President  
                  3.     Recording Secretary  
                  4.     Corresponding Secretary  
                  5.     Treasurer

Section 2.     Qualifications and Eligibility – Each candidate for office shall be a member who has served at least one year on the Board of Directors.

Section 3.     Term of Office – Officers shall serve for a term of one year. However, if there is no successor, they may hold office until a successor is elected. No member shall hold more than one office at a time, nor the same office for more than three successive terms.

Section 4.     Vacancies – In the event of the resignation or inability of the President to serve, the First Vice President shall serve as president. Should the First Vice President be unable to serve, the Executive Committee shall elect, by simple majority, an interim president who shall complete the current presidential term. All other office vacancies will be appointed by the President with the approval of the Executive Committee. There is no automatic line of succession to an office.

When an individual fills a vacancy, that individual is completing the term of the vacant office; therefore, it is a temporary interim position and not a formal term. The formal term of office begins when an individual is procedurally elected to the office.

Section 5. Duties of Officers:

- A. The President – Shall be the Chief Executive Officer and perform those duties usually incumbent upon the office, and shall, in addition:
1. Preside at all meetings of the Association, of the Board and of the Executive Committee;
  2. Be a member, ex-officio, of all committees except the Nominating Committee;
  3. Sign together with the Treasurer all contracts and obligations authorized by the Board;
  4. Appoint annually with the approval of the Board:
    - a. Chairpersons of all standing committees and such special committees
    - b. An historian
  5. May sign checks in the absence of the Treasurer
- B. The First Vice President – Shall preside in the absence of the President and shall perform other such duties as designated by the Board.
- C. The Second Vice President – Shall preside in the absence of the President and First Vice President and shall perform other such duties as designated by the Board.
- D. The Recording Secretary – Shall record the proceedings of all meetings of the Association, Board of Directors and the Executive Committee.
- E. The Corresponding Secretary – Shall conduct the correspondence of the Association, the Board of Directors and the Executive Committee.
- F. The Treasurer – Shall be custodian of all funds and investments of the Association and shall deposit the same in the name of the Association in such banks or trust companies as are approved by the Finance Committee and the Board; shall be a member of the Finance Committee; shall report at all meetings of the Board of Directors and to the members at the Annual Meeting; shall sign all contracts and obligations authorized by the Board together with the president; and shall submit her books for audit at the end of the fiscal year.

## ARTICLE V – BOARD OF DIRECTORS

Section 1. Members of the Board of Directors shall be composed of:

- A. The voting members:
  - 1. The officers (6)
  - 2. Eighteen directors
  - 3. Life term board members. (Life term board membership is in honorary category bestowed on those individuals who have demonstrated distinguished service and made major contributions to the organization. They have all the rights and privileges of membership, but may not hold office).
  - 4. Five immediate past presidents of the Association.
  
- B. Ex-Officio members without a vote provided that the incumbents are not elected to membership on the Board:
  - 1. The Vice Provost for University Life
  - 2. Women members of the University Board of Trustees
  - 3. The Assistant Vice President of Alumni Relations or a representative
  
- C.
  - 1. A woman representative from the Penn Alumni Student Society (PASS) and other women’s organizations as determined by the Board
  - 2. Alumnae representative of the most recently graduated class
  - 3. The Nominating Committee
  - 4. Director of the Penn Women’s Center
  - 5. Any one woman president, director, chairperson or its equivalent for each alumni organization of the University’s undergraduate and graduate schools (12).
  - 6. A representative from the Trustees’ Council of Penn Women

Section 2. Term – The eighteen (18) directors shall serve for a term of three years or until successors are elected. No director shall serve an additional term until after the expiration of at least one year after serving her previous term. Six new directors are elected to the Board each year to replace those whose three year terms have expired

- Section 3. Duties of the Board – The Board shall:
- A. Have the power to conduct the business and the activities of the Association.
  - B. Have the authority to delegate to the Executive Committee power to transact such business as the Board deems necessary, and to perform such other duties as the Board shall determine.
  - C. Cooperate with the policies and participate in the programs of Penn Alumni.
  - D. Foster cooperation with the clubs, departmental societies, alumnae classes, and other affinity groups.
  - E. Have the power to create additional standing and special committees to implement the work of the Association.
- Section 4. Vacancies on the Board for the remainder of an unexpired term shall be filled by appointment of the President. This appointment will not constitute a term and said appointed person can serve a full elected term thereafter.
- Section 5. Attendance:
- A. Board members are expected to attend all meetings.
  - B. Board members who do not attend two consecutive meetings without prior notice will be contacted by the president.
- Section 6. Annual Assessment – An assessment may be levied on all officers and elected board members.

#### ARTICLE VI– THE EXECUTIVE COMMITTEE

- Section 1. The Executive Committee shall consist of the officers and six directors to be appointed each year by the President.
- Section 2. Duties – The Executive Committee shall discharge such business as is referred to it by the Board, shall take action in emergencies, and shall report and recommend action it deems desirable.
- Section 3. Meetings – Shall be held at least four times a year at the call of the President or upon written request of three members of the Executive Committee.
- Section 4. Quorum – A majority of the Executive Committee shall constitute a quorum.

## ARTICLE VII – COMMITTEES

- Section 1. Standing Committees: There shall be the following standing committees and such others as the Board shall deem necessary to carry on the work of the Association. The chairperson of each committee shall be appointed by the President.
- A. The Finance Committee shall be chaired by the Treasurer. It shall prepare and supervise the annual budget. It shall make recommendations to the Board for the disposition of all funds received by or allocated to the Association of Alumnae.
  - B. The Communications Committee shall promote the image and programs of the Association and shall develop and keep the Association's web site current with the Association's activities and programs.
  - C. The Programming Committee shall develop and supervise all programming for the bimonthly meetings of the Association.
  - D. The Recognition Awards Committee shall:
    - 1. approve the selection of ~~select~~ the recipients of all awards given by the Association
    - 2. oversee the annual awards presentation
    - 3. prepare the nominations for awards given by other organizations.
  - E. The Archives Committee shall be responsible for keeping the archives up to date, recording the history of the Association and providing material to the university archives.
  - F. The Nominating Committee as defined in Article VIII, Section 1.
  - G. The Membership Committee shall be responsible for contacting alumnae and encouraging them to participate in the activities of the Association.
  - H. The Fundraising Committee shall select and administer specific events to be sponsored by the Association in order to raise funds for programs and activities.
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- Section 2. Special Event or Ad Hoc Committees shall be convened as deemed necessary by the Board, and shall oversee other Association events or tasks (e.g., Day at Pennsylvania, 50<sup>th</sup> Reunion Coffee Hour, Book Awards, By-Laws review and revisions.) Chairpersons shall be appointed by the President.

## ARTICLE VIII – NOMINATIONS AND ELECTIONS

- Section 1. Nominations:
- A. The Nominating Committee shall consist of the Chairperson and six members, two of whom shall be elected each year to serve for a term of three years.
  - B. The Committee shall prepare an annual slate of nominees for each office to be filled, for six directors and for two members of the Nominating Committee.
  - C. The Nominating Committee shall secure the consent of each candidate before she is nominated.
- Section 2. Elections – Shall be by ballot at the meeting preceding the Annual Meeting. Should there be but one nominee for any office, the vote may be taken by voice or by show of hands.
- A. Further nominations may be made from the floor.
  - B. A majority of those in attendance who are eligible to vote shall elect.
  - C. Tellers shall count and record the vote.
  - D. The President shall install those elected at the Annual Meeting.
- Section 3. Voting – Only voting members of the Board of Directors (see Article VIII, Section 1-A) vote for officers, directors and members of the nominating committee. Other Association of Alumnae members in attendance at the time of voting may offer opinions and share in the discussion.

## ARTICLE IX – MEETINGS OF THE ASSOCIATION

- Section 1. The Annual Meeting: The purpose of the annual meeting of the Association is to install officers, hear the reports of the President and the Treasurer, present annual awards, and transact such other business as may properly come before it.
- Section 2. Special Meetings of the Association: Shall be held at the call of the Board of Directors or upon written petition of ten members of the Association. Written notice of the business to be discharged at such meetings shall be sent to all members of the Board of Directors and to all petitioners to the meeting.
- Section 3. Quorum: A majority of the officers and elected board members shall constitute a quorum.

Section 4. Meetings: Regular meetings – shall be held at least four times a year at such time and place as the Board shall determine.

#### ARTICLE X – FINANCES

- Section 1. Annual Budget – A budget for the fiscal year July 1 to June 30 shall be prepared by the Finance Committee and submitted to the Board of Directors for approval at the first meeting of the year.
- Section 2. Income and expenditures – A statement of income and expenditures from all funds and investments of the Association, including those through the University of Pennsylvania, shall be prepared by the Treasurer and presented at the annual meeting.
- Section 3. Audit – The financial statements of all income and expenditures from all funds and investments of the Association shall be audited. The auditor’s report shall be presented for adoption to the members at the first meeting of the subsequent year.

#### ARTICLE XI – PARLIAMENTARY AUTHORITY

The rules contained in the most recent edition of *Roberts’ Rules of Order* shall govern the Association in all cases to which they are applicable and consistent with these By-Laws.

#### ARTICLE XII –AMENDMENTS

These By-Laws may be amended at a meeting of the Board of Directors by a two-thirds vote of those voting members present, provided that:

1. The amendments shall be presented to the Board of Directors prior to the vote.
2. Notice of the upcoming vote shall be sent to all active members.
3. A copy of the amendments shall be on file with Penn Alumni and on file in Alumni Relations.