MCLA ALUMNI

Massachusetts College of Liberal Arts Alumni Association By-Laws

Revised April 2023

Article I: Name

Section I: The name of this organization shall be the Massachusetts College of Liberal Arts Alumni Association, hereafter referred to as "the Association". The Association's membership is comprised of the alumni of Massachusetts College of Liberal Arts, formerly known as North Adams Normal School, formerly known as State Teachers College at North Adams, formerly known as North Adams State College, all collectively hereafter referred to as "MCLA", as more specifically set forth in Article III hereof. The principal office of the Association is located at the MCLA Advancement Office, 228 East Main Street in the City of North Adams, Massachusetts.

Article II: Purpose

Section I: The purpose of the Association shall include, but not be limited to, the following:

A. To promote the interests of MCLA and its alumni.
B. To provide services and programs to enlighten, strengthen, and develop the student, faculty, staff, and alumni body of MCLA.
C. To promote the educational, professional, social, cultural, and economic development of MCLA.
D. To promote the high standards of public higher education in the Commonwealth of Massachusetts.
E. To encourage and generate support for MCLA and its activities, especially in the areas of financial, volunteer, and attendance initiatives.
F. To advocate for the interests of MCLA at the local, state, and federal levels.

Article III: Membership

Section I: Membership in the Association will be made up of the following, collectively referred to as the "Members" hereafter and individually hereafter as a "Member":

A. Matriculated Members

   i. Defined as all persons holding degrees from MCLA and all those who have successfully completed twelve (12) credit hours in a MCLA degree program after the passage of six (6) years from the date of entry of their incoming class.

B. Honorary Members

   i. Defined as those persons who have rendered meritorious service to MCLA and who are nominated and voted upon by the Association's Board of Directors.
   ii. These may include, but are not limited to, college employees and supporters of MCLA.
   iii. Honorary Members are Non-Voting Members.

C. General Members

   i. Defined as all persons who have not successfully completed twelve (12) credit hours in a MCLA degree program
   ii. General Members are Non-Voting Members.

D. Policy Statement of Non-Discrimination and Diversity

i. In accordance with the Massachusetts Board of Higher Education's policy of non-discrimination, equal opportunity, diversity and affirmative action, the Association does not discriminate against persons on the basis of race, color, religion, national origin, age, disability, gender, sexual orientation, gender identity, gender expression, genetic information, marital status, parental status, or veteran status.

Article IV: Governance & Elections

Section I. Board of Directors

A. The Association will be governed by a Board of Directors, hereafter referred to as "the Board", elected and appointed in accordance with Article IV, Section I(B) of these By-Laws.

B. The Board shall consist of twenty-one (21) Directors, defined and elected, as follows:

i. A total of fifteen (15) Elected Directors shall each serve a three-year term on the Board on a staggered basis whereby five (5) Elected Directors will be elected by Members each year.

(a) Any Matriculated Member in good standing can run for election by submitting application materials as required by the procedure set forth in this Article.

(b) The Alumni Officer, defined in Article IV, Section C of these By-Laws, shall conduct elections yearly via digital and paper balloting. Notification of elections and the slate of Matriculated Members running shall be digitally disseminated to the Association at the start of the election. Elections shall be completed no later than March 15. Election results shall be tallied and disseminated to the Association no later than April 30. Ballots which cannot be verified via the MCLA Registrar as Matriculated Members will not be counted. After the close of the election, all votes shall be tabulated. The five (5) recipients with the highest number of votes shall be notified of their election to the Board.

(c) In the event any of those persons elected to the Board decline the position or otherwise fail to accept the position within thirty (30) days of notice, the positions are to be filled as if they were vacancies in accordance with the procedure set forth in Article IV, Section I(D)(i).

(d) In the case of a vacancy on the Board due to resignation, death, or incapacity of an Elected Director prior to the next scheduled election, the vacancy shall be filled in accordance with the procedure set forth in Article IV, Section I(D)(i)(c).

ii. A total of six (6) Appointed Directors shall each serve a three-year term on the Board on a staggered basis whereby two (2) are to be appointed each year beginning in 2009.

(a) Appointments shall be recommended by the President of MCLA in consultation with the Chair of the Nominations Committee and the Alumni Officer. Recommendations of Appointed Directors shall be submitted for consideration by the Board. The Board must vote to approve or decline each appointment within thirty (30) days of receiving the recommendations. If the appointment is declined by the Board, then the President of MCLA shall, within fifteen (15) days of receipt of the decision, recommend an alternate Appointed Director. The Board must vote to approve or decline any alternate Appointed Director within

fifteen days (15) of receipt of the recommendation. This process shall be repeated as necessary until Appointed Directors are approved by the Board.

(b) In the case of vacancy on the Board due to resignation, death, or incapacity of an Appointed Director prior to the next regularly scheduled election, the vacancy shall be filled in accordance with Article IV, Section I(B)(ii)(a) of these By-Laws.

C. The President of MCLA or their designee may appoint one (1) MCLA staff member as the Alumni Officer to act as the liaison between the President of MCLA and the Board. The Alumni Officer is not a Director and has no vote on Board matters.

D. Vacancies created by Elected and Appointed Directors due to resignation, death, or incapacity prior to the next regularly scheduled election shall be filled in the following manner:

i. Vacancy in the position of Elected Director shall be filled by offering the person receiving the highest number of votes in the immediate prior election who is not then sitting as a Director, but is otherwise qualified to serve.

(a) If such a person declines the position or fails to accept within thirty days (30) of notice, the vacancy shall be filled by the person receiving the next highest number of votes in the immediate prior election who is not then sitting as a Director, but is otherwise qualified to serve.

(b) This process shall be repeated until the vacancy is filled.

(c) If no person from the immediate prior election slate of Matriculated Members is willing or able to accept the position of Director, then it shall be filled by a simple majority vote of the Board at its next meeting. Any eligible Matriculated Member may be nominated by any Director to serve out the remaining term of the vacant position. The nomination shall be made and seconded orally as well as voted upon at the same meeting.

ii. Vacancy in the position of Appointed Director before the next scheduled appointment shall be filled via the procedure set forth in Article IV, Section 1(B)(ii)(a).

E. Notice of nomination, appointment, or election to the Board shall be sent via First Class United States Postal Service mail to the nominee's or the Elected or Appointed Director's last known address. Notice shall be complete upon mailing.

F. All Appointed and Elected Directors shall be limited to terms that shall be prospective and shall begin at the first meeting of the Board in June. No Director shall serve more than three (3) consecutive terms, but shall be eligible for election or appointment to the board after a period of one (1) year following the expiration of their third consecutive term.

Section II. Officers

A. The Officers of the Board shall consist of a President, Vice President, and Foundation Board Representative. Officer elections will be conducted by the Alumni Officer including the calling for nominations, calling for remarks on candidacies, balloting, and validation of election results. Upon conclusion of the election of officers, the newly elected President will resume the business of the Board.

i. The President and Vice President shall be Directors and shall be elected to office by a simple majority vote of the Board for a term of one (1) year. Elections of officers shall take place at a meeting of the Board held every June. Terms shall begin immediately following the elections at this meeting.

ii. To the extent permitted by the Board of Directors of the MCLA Foundation, Inc., hereafter referred to as the "MCLA Foundation Board", the Board shall appoint via a simple majority vote one (1) director as the Foundation Board Representative. This Director shall represent the Association before the MCLA Foundation Board and shall serve a term determined by the MCLA Foundation Board.

iii. The slate of Officers shall be determined through a digital online open nominations process to be administered by the Alumni Officer no less than three (3) weeks prior to the June meeting of the Board. Nominations shall be made via the online nominations process which will remain open for a period of five (5) business days. Any Director remaining on the Board for the upcoming year as well as recently elected Directors may nominate another Director or themselves. Nominations shall not require a second. Directors shall be informed of their nomination by the Alumni Officer and will have five (5) business days to accept or decline nomination. Upon acceptance of a nomination, Directors may provide the Alumni Officer with a brief statement of candidacy. The Alumni Officer shall disseminate all timely submitted candidate statements to the Board no less than one (1) week prior to the June meeting of the Board.

(a) Election of Officers shall be performed during New Business at the June meeting of the Board. The Alumni Officer shall conduct elections for each position individually and in the following order: President; Vice President; Foundation Board Representative. The Alumni Officer shall allow candidates to make brief statements of no more than two (2) minutes each. The Alumni Officer shall then allow Directors to ask questions of each candidate for a period of no more than five (5) minutes per candidate. Election for each position shall take place immediately following the conclusion of the question and answer period via anonymous paper balloting for Directors physically present at the meeting and via confidential electronic voting for Directors participating remotely as confirmed by the Alumni Officer.

(b) President, Vice President, and Foundation Board Representative shall be determined by those candidates that receive the most votes. Should there be a tie in balloting for any position, the Alumni Officer shall restart the process for that position and conduct it in succession until one candidate has received the most votes.

(c) Outgoing Directors whose terms are ending are not eligible to vote in the election of Officers.

(d) Only those Directors marked present at the start of the meeting shall be permitted to participate and vote in the election process. Should a Director join the meeting late, they shall be asked to recuse themselves from the election process for its duration. Votes by proxy are allowed with excused absence, and must be provided to the Alumni Officer prior to the start of the meeting.

(e) Officers shall have term limits that shall be prospective and shall begin at the June meeting of the Board immediately following elections. No Director shall serve more than two (2) consecutive terms in the same Officer position, but shall be eligible for this or other Officer positions following a two-year hiatus.

Section III. Vacancies in Officers

A. Vacancy in any of the Officer positions outlined in Article IV, Section II(A) occurring before the next regularly scheduled election of Officers shall be filled in the following manner:

i. Vacancy in the office of President shall be filled by the Vice President who shall thereafter be referred to as the Acting President.

ii. Vacancy in the office of Vice President shall be filled by a special election at the next meeting of the Board. This election shall be conducted by the procedure outlined in Article IV, Section II(A)(iii).

iii. Vacancy in the office of Foundation Board Representative shall be filled by a special election at the next meeting of the Board. This election shall be conducted by the procedures outlined in Article IV, Section II(A)(iii).

iv. Officers installed or elected due to midterm vacancy shall serve until the next regularly scheduled election of Officers outlined in Article IV, Section I(F). Should a Director become an Officer through vacancy, they shall be considered as not having served a full term as defined in Article IV, Section II(A)(iii)(e).

Article V: Duties & Responsibilities of Officers & Directors

Section I. Duties & Responsibilities of Directors

A. Directors, making up the Board, shall direct and be responsible for the policies and the activities of the association. They shall also include, but not be limited to, the following:

i. To provide financial support for MCLA to the best of their ability, up to and including aiding MCLA in its fundraising efforts.

ii. To assume an active leadership role in the Association, individually and in conjunction with others in order to plan, review, and implement programs and activities consistent with MCLA's vision and mission. This includes oversight of strategic direction and other programs that give visibility to the Association and MCLA.

iii. To attend all Board meetings as well as any annual Alumni Retreat.

iv. To serve, as appointed, on at least one of the Standing Committees of the Board, as defined in Article VIII.

v. To, when appropriate, nominate individuals for the Alumni Association Awards.

vi. To support MCLA activities and programs through personal attendance, volunteer efforts, and promotion. These activities include, but are not limited to, reunions, commencement, the

MCLA Golf Classic, the Athletic Hall of Fame, the Distinguished Alumni Luncheon, regional alumni events, and campus-related activities designed to encourage alumni interaction with current students.

vii. To Actively advocate for MCLA at all levels.

B. Directors shall attend all scheduled meetings of the Board. Directors unable to attend a scheduled meeting of the Board shall notify the President of the Board and the Alumni Officer.

C. Once per calendar year, Directors shall aid the Board in publishing an appropriate annual report to all Members of the Association.

Section II. Duties & Responsibilities of Officers

A. The duties and responsibilities of the President of the Board are as follows:

i. To call and preside at all meetings of the Board.

ii. To serve as an ex officio member of all Standing Committees of the Board.

iii. To represent the Board and the Association at appropriate ceremonies, functions, and events.

iv. To, in conjunction with the Vice President, appoint Directors to each of the Standing Committees of the Board and any Special Committees that may exist.

B. The duties and responsibilities of the Vice President of the Board are as follows:

i. To perform the duties of the President of the Board should they request it or should the necessity be created in the event of vacancy.

ii. To serve as the parliamentarian of the Board.

iii. To, with assistance from the Alumni Officer, oversee the Standing Committees of the Board and any Special Committees that may exist as a means of ensuring each meets its goals and objectives in a timely manner.

C. The duties of the Foundation Board Representative are as follows:

i. To act as a liaison between the Board and the MCLA Foundation Board.

ii. To attend all meetings of the MCLA Foundation Board.

iii. To provide the MCLA foundation report at each meeting of the Board.

Article VI: Finances

Section I. The Chief Advancement Officer of MCLA shall be responsible for all financial and scholarship accounts of the Association. The MCLA Foundation shall hold all funds accruable through fundraising drives and projects. All fund disbursements shall be authorized by the Chief Advancement Officer of MCLA who shall work closely with the Alumni Officer to meet regular obligations as needed day to day. With proof of receipt provided to the Alumni Officer within thirty (30) days of a scheduled board

meeting, Directors will be provided an annual reimbursement of a maximum of $200.00 in an academic year for lodging expenses in order to participate in meetings of the Board.

Article VII: Meetings

Section I. Types of Meetings

A. Regular Meetings of the Board shall occur no less than four times per calendar year. They shall be held at such time and place as the Board may decide, provided the meetings are held within the Commonwealth of Massachusetts. Notice of the time, place, and general purpose of each meeting shall be disseminated to each Director no less than seven (7) days prior to the meeting by whatever means are most practicable.

B. Special Meetings of the Board may be called by the President or upon written petition to the Vice President by ten (10) Directors. The purpose of the Special Meeting shall be stated as part of the petition. Notice of the time, place, and general purpose of any Special Meeting shall be disseminated to each Director no less than seven (7) days prior to the meeting by whatever means are most practicable. No business shall be transacted at the Special Meeting except for the business for which it was called.

Section II. Meetings of the Board and Standing Committees shall be open to all Members, provided that the Board or any Standing Committee does not, by a simple majority vote, enter into a closed session consistent with the Open Meeting Laws of the Commonwealth of Massachusetts to discuss matters that it deems best discussed under such conditions.

Section III. A simple majority of the sitting Directors of the Board must be present to constitute a quorum for the transaction of business at Regular Meetings and Special Meetings.

Section IV. Decisions will be made by a simple majority vote of the Board, except for votes on removal from the Board as outlined in Article IX, Section I(A).

Section V. The current President of the MCLA Student Government Association or their designee shall be invited by the Alumni Officer to attend Regular Meetings of the Board.

Article VIII: Committees

Section I. Committee Membership

A. Standing and Special Committees shall be appointed, as needed by the President of the Board who will appoint a Chair for each committee. The Chair of each committee shall be a Director who has served the Board of Directors for at least one (1) academic year at any point.

B. Notwithstanding any provisions of this Article, the Board may establish and give powers to additional Standing and Special Committees at its discretion. Any Director may make a motion of this nature at a meeting of the Board and, upon being duly seconded, it shall be approved or denied by a simple majority of the Board. Any Standing or Special Committees established in this nature will expire in June of every calendar year unless a Director submits a formal request to the By-Laws Committee seeking that it be permanently established.

C. Notwithstanding any provisions of this Article, Ex-Officio Members deemed necessary to the work of a Committee may be appointed to that Committee by its respective Chair. Ex-Officio

Members of Committee terms will expire in June of every calendar year unless they are otherwise removed from the Committee by its Chair prior to that date.

D. Standing committees shall consist of a minimum of five (5) Directors.

Section II. Standing Committees

A. The following committees will be Standing Committees of the Board:

i. There shall be a Nominations Committee charged with the following:

(a) Identifying and nominating qualified Members to run for election to the Board and to cultivate potential Directors by inviting their involvement in Association activities.

(b) Recommending Appointed Directors to the Board, in accordance with the procedure set forth in Article IV, Section I(B)(ii)(a).

(c) Identifying and soliciting nominations of qualified persons for the following—Distinguished Alumnus/na Award, Community Service & Citizenship Award, Service to the College Award, Vanguard Award, Outstanding Educator Award, and Outstanding Educator Emeritus Award.

(d) Surveying criteria for Association scholarships, reviewing student applications, and determining the number and amount of scholarships to be awarded in a given year.

ii. There shall be an Outreach Committee charged with the following:

(a) Facilitating the Board's involvement in activities that will enhance the facilitation of alumni engagement.

(b) Supporting and establishing programs and processes that involve alumni in the activities of the Board and the Association.

(c) Marketing and communicating information to build alumni presence at significant events while generating alumni support for MCLA.

(d) Overseeing and supporting the Class Agent Program of the Association.

iii. There shall be a By-Laws Committee charged with the following:

(a) Reviewing the By-Laws from time-to-time and submitting proposed revisions to the Board for a vote.

(b) Reviewing and making recommendations on amendments submitted by Directors in accordance with Article XI.

Article IX: Sanctioning & Removal of Directors

Section I. Removal for Just & Stated Cause

A. Any Director or Officer may be removed for just and stated cause by a two-thirds majority vote of the sitting Directors of the Board. The notice of the meeting in which this vote is to take place shall expressly indicate the vote is on the agenda for the meeting.

Section II. Removal for Unexcused Absence

A. After two absences from either Regular or Special Meetings or Committee Meetings of the Board without notification as required in Article V, Section I(B), the member will be referred to the Executive Committee of the Board for discussion and review. The President of the Board may, upon review, ask for the Director's resignation. The resulting vacancy shall be filled in accordance with the procedure set forth in Article IV, Section I(D).

Article X: Rules of Procedure

Section I. Robert's Rules of Order, Revised, shall govern the proceedings of the Association and the meetings of the Board. Robert's Rules of Order, Revised, shall be the parliamentary authority governing meetings of the Association, the Board, and all committees thereof, subject to state laws, these By-Laws, and any such standing rules as the Board may adopt to serve as guidelines for the conduct of business and operations for the Board and its committees. The Vice President of the Board shall oversee the rules of procedure.

Article XI: Amendment

Section I. These By-Laws may be amended by a simple majority vote of the Board and subsequent changes disseminated to Members through alumni publications.

Article XII: Dissolution

Section I. The Association may be dissolved by a two-thirds vote of Matriculated Members in good standing at a Special Meeting of such Members called by the MCLA Board of Trustees for that purpose. Each Matriculated Member shall be sent written notification of the special meeting with the agenda therefore to be held within the Commonwealth of Massachusetts. The notice shall be sent to each Member's last known address at least two months prior to the special meeting at which said vote is to occur.