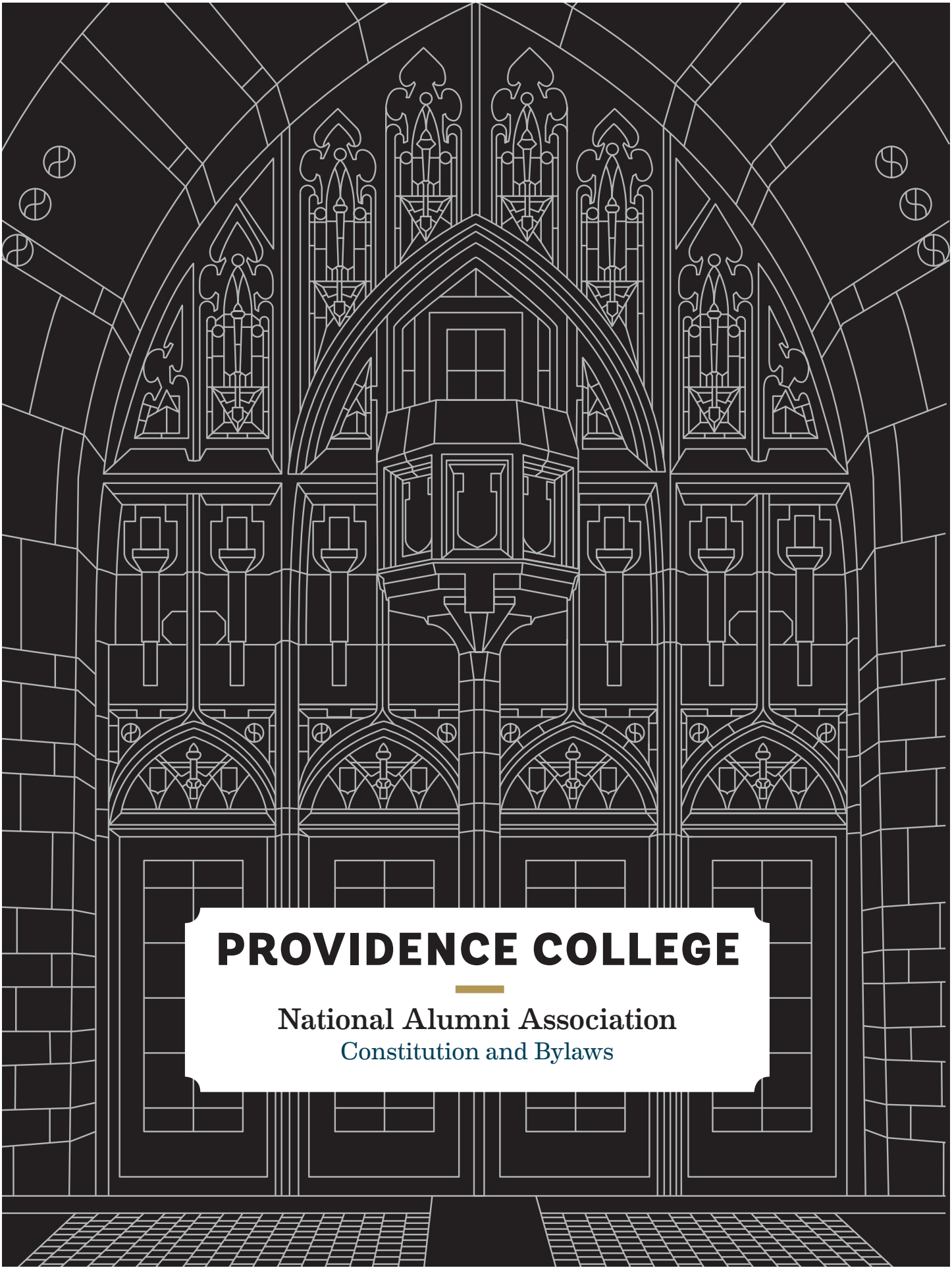

PROVIDENCE COLLEGE

National Alumni Association

Constitution and Bylaws

Constitution

ARTICLE I. NAME

The name and title of this organization shall be the Providence College National Alumni Association ["National Alumni Association"].

ARTICLE II. MISSION

The mission of the National Alumni Association is:

- To foster a spirit of association among alumni/ae and provide opportunities for alumni/ae to develop a lifelong relationship to Providence College [the "College"] by encouraging camaraderie through College activities, religious and educational programs, and community service.
- To assist and support alumni/ae through recognized clubs, affinity groups, and chapters or other groups in their integral role in continuing the bonds with alumni/ae, and in promoting the College traditions to current and potential students.
- To work with the College alumni/ae, student body, faculty, and staff when appropriate to strengthen and advance the distinctive Dominican and Catholic identity of the College and otherwise further the mission of the College.
- To assist the Office of Institutional Advancement [the "OIA"] in its expansion of the giving and endowment programs.

ARTICLE III. COMPOSITION

The National Alumni Association shall consist of members, active members, and honorary members, as shall be determined in accordance with the Constitution and Bylaws. Active members are defined as alumni/ae who make any monetary contribution to Providence College during the current and/or the past fiscal year.

ARTICLE IV. ELIGIBILITY

All graduates and current matriculating students of the College are eligible for membership in the National Alumni Association. Furthermore, any person who has completed at least one year as a full-time student at the College and who has left in good standing shall be eligible for membership in the National Alumni Association. All past and present members of the Faculty of the College, all who have been recommended by the Providence College National Alumni Association Council ("Council"), and who have been elected thereafter by a majority vote of the members present at a business meeting of the Council shall be eligible for honorary membership.

ARTICLE V. OFFICERS

The National Alumni Association shall have power to determine the name, number, mode and time of election, duties and tenure of office of its officers and members of the Council.

ARTICLE VI. AMENDMENTS

All motions for enacting, amending or repealing any provision of the Constitution or any Bylaw shall be referred to the Council. The Council shall report its judgment on the matter at the first business meeting of the National Alumni Association before any action shall be taken by the National Alumni Association. The Constitution and the Bylaws may be amended by a two-thirds (2/3) affirmative vote of the active members of the National Alumni Association present at an annual or special meeting, provided that notice of any proposed amendments to the Constitution and/or Bylaws shall be posted on the National Alumni Association website, and in such other manner as the President of the National Alumni Association may deem appropriate, at least one month prior to being acted upon and provided further that the proposed amendments or alterations have been approved by a majority of the Council.

Bylaws

ARTICLE I. OFFICERS AND COMPOSITION OF THE COUNCIL AND COMMITTEES

Section 1. Officers

The officers of the Council shall be a President, a Vice President, a Secretary, a Treasurer, and Immediate Past President.

Section 2. President.

The President shall preside at all meetings of the National Alumni Association and the Council, and in case of a tie shall cast the deciding vote at any such meeting. The President may call special meetings of the Council and/or National Alumni Association, fill vacancies in the offices and membership of the Council until the same shall be otherwise filled as needed to assist in accomplishing the goals and objectives of the Council, and appoint committees including, but not limited to, an executive committee for purposes of assuming general managerial responsibilities and for making recommendations to the Council. The President shall be an ex officio member of all committees and be Chairperson of the Council.

Section 3. Vice President.

In the President's absence or incapacity, the Vice President shall perform all the duties of the President. The Vice President shall also generally assist the President in carrying on the business of the National Alumni Association. The Vice President shall succeed to the office of President of the National Alumni Association after his or her term as Vice President.

Section 4. Secretary.

The Secretary shall assist the Office of Alumni Relations in keeping the records of the proceedings of the National Alumni Association and the Council, the giving of notices, reporting of meeting attendance of the Council, and other duties relevant to the Secretary's office.

Section 5. Treasurer.

The Treasurer shall advise and assist the Office of Alumni Relations on all financial business of the National Alumni Association. The Office of Alumni Relations shall keep the financial records of the National Alumni Association scholarship fund, which shall be reported by the Treasurer at all Council meetings. The Treasurer shall consult with the Office of Alumni Relations regarding all budgeting matters of the National Alumni Association.

Section 6. Office of Alumni Relations Representative.

The Council, together with the College, shall designate a member of the Office of Alumni Relations staff to serve as a liaison to the Council and to coordinate support services to implement the mission of the National Alumni Association.

Section 7. Composition of the Council.

The Council shall consist of:

I. The President, Vice President, Treasurer, Secretary, and Immediate Past President;
II. Three members of the college faculty or staff appointed by the College President and Senior Vice President of the OIA, as provided in Article V, Section 5;
III. Twelve members to represent various class groups;
IV. Seven to ten additional members to be appointed by the Council to serve as at-large representatives;
V. One member to represent the School of Continuing Education;
VI. One member to represent the Graduate School;
VII. One member to represent the Student Alumni Association appointed by the Office of Alumni Relations for a one-year term.

Section 8. Past Presidents Council.

Past Presidents of the National Alumni Association shall serve as advisory members to the Council. The Past Presidents Council members shall be invited to attend and participate as non-voting attendees at all Council meetings. The members of the Past Presidents Council shall also be invited to: (a) participate with the Council in the Commencement procession during graduation and (b) attend an Alumni Association affiliated event/ meeting each year to recognize the contributions of the Past Presidents.

Section 9. Committees.

The Council may establish such committees as are provided for herein and such other committees as it may deem desirable. The Council may appoint non-Council members to Council committees per the recommendation of the committee chair(s).

Section 10. Executive Committee.

The Council shall establish an Executive Committee consisting of the Council's officers and four other Council Members selected annually by the officers of the Council. The Executive Committee shall conduct the business of the National Alumni Association between regular meetings of the Council, subject to ratification by the Council, and the Executive Committee shall have such other duties and authority as the Council may, from time to time, prescribe.

ARTICLE IV. FUNCTIONS AND DUTIES OF THE COUNCIL

The Council shall:

- represent the interests of those fellow alumni/ae who the members were elected to represent;
- supervise all business of the National Alumni Association;
- have custody of the official seal of the National Alumni Association;
- through the designated member of the Office of Alumni Relations, present reports of its activities during the year; and
- select a Nominating Committee composed of two members of the Council whose terms are continuing, the President, and two past Presidents. No member of the Nominating Committee shall be eligible to be a nominee or candidate for office while a member of that Committee.

The Nominating Committee shall present to the Council for consideration and approval, on or before May 15 of each year, a proposed list of nominees for Council members and open positions for Secretary and Treasurer who have been so nominated. It shall be the duty

of the Council to consider the Nominating Committee's recommendations and fill, by majority vote of a quorum at said meeting, the then-open positions of officers and members of the Council nominated by the Nominating Committee. The Council shall complete this process on or before June 15. The Nominating Committee shall also present to the membership for election, on or before May 15 of each year, a proposed list of nominees for the office of Vice President of the Council who have consented to be so nominated. The Office of Alumni Relations shall send to each active member of the National Alumni Association a ballot of the nominees for the office of Vice President nominated by the Nominating Committee. All ballots shall be returned to the Office of Alumni Relations on or before June 15, and ballots received after June 15 shall not be counted.

ARTICLE III. NOMINATION OF OFFICERS AND BOARD MEMBERS

Section 1. Nominations by Nominating Committee.

The Nominating Committee shall propose at least two nominees for the office of Vice President, one nominee for the office of Secretary and one nominee for the office of Treasurer to be considered for Council membership. The group of graduating classes to be represented by each Council member position, and the scheduling of representation, shall be according to a schedule prepared by the Office of Alumni Relations. At no time would there be more than five groups of classes. At least four members will be selected annually to the Council from the alumni/ae population.

Section 2. Nomination by Area Clubs.

Each area club that is approved by the Office of Alumni Relations shall be given the opportunity to nominate members for any of the open positions to be filled by the Nominating Committee, at its discretion.

Section 3. Nomination by the Membership.
Nominations may be made by any active members. Such nominations, if of active members, and if received by the Office of Alumni Relations, in writing, by a date determined by the Nominating Committee, are valid nominations and shall be considered and/or published with and in the same manner as those of the Nominating Committee. In addition, space will be allotted on a ballot to be sent to each active member wherein members may write in personal nominations for Vice President. Such nominations must be of active members of the National Alumni Association.

ARTICLE IV. MODE OF ELECTIONS

Section 1. By Ballot.

A ballot listing the nominees of the Nominating Committee for the office of Vice President to be elected, also providing space for voting for candidates of' their own choice by any member of the National Alumni Association, shall be emailed to each Active member of the National Alumni Association by the Office of Alumni Relations not fewer than twenty-one days prior to the date when the election comes to a close. The nominee who receives the largest number of votes cast will be elected to the position of Vice President.

Section 2. By the Council.

Before the close of the fiscal year, the Council shall also appoint seven to ten at-large members of the Council for the ensuing year consistent with Article I, Section 7(IV). The list of appointees shall consist of those candidates submitted by the Nominating Committee.

Section 3. Announcement of Election Results.

The results of the ballots cast by the members of the National Alumni Association shall be announced on the National Alumni Association's web page after the new fiscal year.

ARTICLE V. TENURE OF OFFICE

Section 1. Tenure of Members Appointed to Office.

The President, Vice President, and Immediate Past President shall each serve one-year terms. After his or her one-year term, the President shall automatically be an immediate Past President, and the Vice President shall automatically become President. The Secretary and Treasurer shall each serve two-year terms.

The terms of office of the President, Vice President, Treasurer, Secretary, and Immediate Past President shall coincide with the fiscal year, running from July 1 to June 30 of the next year, except that the retiring President each year shall automatically become a member of the Council for the year subsequent to his/her completion of service as President of the National Alumni Association.

All officers shall serve until their successors are duly elected/appointed and qualified.

Section 2. Council Members.

Members of the Council, other than the "At-Large" positions referred to herein, shall hold office for a period of three years coinciding with the fiscal year (July 1 – June 30).

Section 3. At-Large Representatives.

At-Large Representatives appointed by the Council shall hold office for one (1) year from the date of their appointment.

Section 4. SCE and Graduate Representatives.

An alumni/ae representative from the School of Continuing Education and a representative from the Graduate School shall each hold office for a period of three years coinciding with the fiscal year (July 1 – June 30).

Bylaws Continued

Section 5. Faculty/Staff Members on the Council.

The College's President shall appoint a Dominican Friar to serve as Chaplain of the National Alumni Association. The Senior Vice President of the OIA shall appoint two members from the College's faculty and/or staff, one of which must be a member of the Office of Alumni Relations, to serve as the Council's liaison to OIA. These members shall serve for such period of time as the College President and the Vice President of the OIA shall determine.

Section 6. Non-Voting Members.

At the discretion of the Executive Board and the Office of Alumni Relations, the Council, in collaboration with the Office of Alumni Relations, may appoint not more than two (2) Non-voting Members to serve a one (1) year term.

Section 7. Holding Office.

No officer or member of the Council shall be eligible to succeed himself/herself in the same office, nor shall any member hold more than one office at the same time. Members of the Council shall not be eligible to serve more than six consecutive years on the Council, but shall be eligible for reappointment to the Council following one year off the Council, unless elected or appointed to an executive board position.

Section 8. Present Officers.

All officers who presently hold office shall continue to hold their respective offices for the term for which they have been previously elected or appointed and until their successors are duly elected and qualified, unless they resign prior to the expiration of their term.

Section 9. Fiscal Year.

The official year of the National Alumni Association, which shall govern the terms of officers and the fiscal affairs of the National Alumni Association, shall be from July 1 to June 30.

ARTICLE VI. MEETINGS

Section 1. Annual Meeting.

The Council shall designate one meeting during the fiscal year to serve as its annual meeting and the annual meeting of the National Alumni Association.

Section 2. Special Meetings.

Special meetings may be called at the President's discretion, but must be called by him/her upon written request of five members of the Council.

Section 3. Quorum.

At all properly called meetings of the National Alumni Association Council, 2/3 of Council membership shall constitute a quorum. For purposes of establishing a quorum, active members participating remotely by teleconference or another similar mode of connection shall be considered present insofar as attendance can be reasonably confirmed and such members may speak and be heard during the meeting. A majority vote of the quorum shall be binding unless otherwise stated in these bylaws.

Section 4. Attendance.

It shall be the duty of each Council member to attend or participate in at least half of all regularly scheduled Council meetings each fiscal year (July 1–June 30). Council members who fail to fulfill this obligation are subject to replacement at the discretion of the Executive Committee in consultation with the Office of Alumni Relations.

ARTICLE VII. AMENDMENT OF BYLAWS

Section 1. Procedure.

The Bylaws may be amended or added to in the same manner and procedure as stated in the Constitution pertaining to amendments to the Constitution.

Section 2. Availability of Bylaws.

The bylaws of the National Alumni Association shall be made available to the general public via a posting on the official web page (earlier in the document) of the Providence College National Alumni Association Council.

Section 3. Suspension of Bylaws.

Notwithstanding any other provisions of these Bylaws, in the event of an emergency or significant disruptive event that causes or results in the cancellation of a substantial portion of the College academic year and/or events at the College or prevents the Association from carrying out its functions in a significant manner, the Council shall have the authority, in conjunction with the Office of Institutional Advancement, to suspend, postpone or otherwise not carry out certain requirements of these bylaws to accommodate the existing situation.

This Constitution and Bylaws originally adopted February 23, 1941, and later amended on February 23, 1948... February 22, 1953...November 28, 1954... February 7, 1959...July 1, 1973... September 22, 1980...January 1, 1997... September 20, 2006...March 30, 2009... April 24, 2010...April 19, 2012... May 1, 2014...March 21, 2016... June 29, 2017... June 15, 2020.