

# Bylaws of the Marlboro College Alumni Association

## Article I: Name

This Association is known as the Marlboro College Alumni Association (“MCAA” or “Association”).

## Article II: Purpose

The Marlboro College Alumni Association exists to embody the ideals, carry forward the legacy, and steward the history of the innovation in participatory, democratic higher education that was Marlboro College in Marlboro, VT, and to maintain and nourish the connections among members of its alumni community and with the environs in which it existed.

## Article III: Membership

- I. Eligibility
  - A. Alumni: Any person who as a student ever attended Marlboro College, located on Potash Hill in Marlboro VT, or the Marlboro College Graduate Center, located in Brattleboro and Marlboro VT, between the years of 1946 and 2020, is considered an alumna/us, regardless of graduation status, and is eligible to join the Association.
  - B. Others: Any former faculty or staff member, including Oxford Fellows, or friends of the College, including family members of alumni, former outside examiners and others, are eligible to join the association.
- II. Process for joining
  - A. To join the MCAA, eligible persons must provide contact information and information describing affiliation with Marlboro College.
- III. Voting privileges
  - A. All members in good standing are eligible to vote in MCAA elections, to stand for election to council and to MCAA committees (standing and ad hoc).
- IV. Membership duration
  - A. Membership in the MCAA does not expire.
  - B. Members may leave the MCAA at their own discretion by asking that their name and contact information be removed from the rolls.

## Article IV: Governance

- I. The MCAA is governed by the Marlboro College Alumni Council (“MCAC” or “Council”). The Council is a democratically-elected, voluntary body which derives its authority from the membership of the MCAA. It is made up of nine members.
  - A. The nine members of the Council consist of six at-large members, a president, a secretary, and a treasurer.
  - B. All Council members shall be elected to serve terms not to exceed three years. No member (whether at-large or officer) shall serve more than two consecutive three-year terms on the Council. Council members finishing two consecutive terms may run for another term, but not until after at least one complete election cycle has elapsed.
- II. Council Procedures
  - A. The council governs itself using Robert’s Rules of order. An informal or less elaborate version of the Rules is welcome.
  - B. Quorum and Voting
    1. A quorum of the council is established as six members. With fewer than six members present, a vote cannot be taken.
    2. A vote is carried by simple majority.
    3. If a vote taken with only six members is split evenly, the vote must be undertaken at the next meeting at which seven or more members are present.
  - C. Officers
    1. The Council shall have three elected Officers: a President, Secretary, and Treasurer. Officers will have all the privileges and responsibilities of at-large Council members, with the additional special duties and responsibilities, as outlined below.
    2. President
      - a) The president’s primary responsibilities are general leadership of the Council, as well as arranging and moderating Council meetings.
      - b) The president shall have discernment over the agenda for Council meetings, prioritizing and ordering items based on an understanding of Council and Association priorities and urgency.
    3. Secretary
      - a) The secretary is responsible for keeping minutes of council business and posting them publicly as required. See Minutes, below (Article IV, section II, E).
    4. Treasurer
      - a) The treasurer has practical responsibility for the financial duties of the Council, including all financial transactions.
      - b) The treasurer will be responsible for advising the Council on fiscal matters.
    5. Appointed assistant officers

- a) The Council may, with a majority vote, appoint any of its at-large members to serve as assistant officers to help the elected Officers discharge their duties. These may include Vice-President, Assistant Secretary, and Assistant Treasurer.

#### D. Agenda

1. All Council members may submit items to the president for inclusion on the agenda for meetings of the Council.
2. Association members, other community members, or others who have business with the Council can also request to be put on the agenda, either independently or in consultation with a Council member. Such requests will be included at the discretion of the president.

#### E. Minutes

1. Minutes shall be approved by the Council before being publicly posted.
2. Minutes must be posted publicly as soon as possible after approval by the council.
3. A quorum is not necessary to approve meeting minutes, nor must council members approve minutes in the meeting but may do so by email.
4. Minutes are generally public, but closed meetings may be utilized for sensitive subject matter. Agenda items may be designated for closed meeting discussion at the discretion of the President.

#### F. Expectations

1. Council members are expected to regularly attend meetings, communicate with other members of council, participate in democratic governance and decision-making, take on tasks necessary to the maintenance of the MCAA and MCAC, and behave in a generally civil manner.

#### G. Removal

1. Consistent failure of a member of the MCAC to meet expectations (see Article IV, section II, F) may be grounds for removal from the council. Procedure for removal should follow these steps:
  - a) MCAC president initiates a conversation to inform council member of the situation and make plans to improve
  - b) If the situation does not improve, the president, in consultation with the appropriate board officers, may request the council member's resignation.
  - c) If the council member chooses not to resign, a vote may be taken among the members of the MCAC to remove the council member from their seat.
  - d) Procedures for filling a vacant seat on the MCAC are detailed in Article VI, section IV.
  - e) If the council member in question is the president of the MCAC, another member of the executive committee shall initiate the process.

#### H. Staff and Volunteers

1. The MCAA is primarily a membership organization. The council may, as it chooses, recruit employees or volunteers to be responsible for general supervision of the organization or for specific tasks.

### III. Liability

- A. The directors of this corporation shall not personally be liable for its debts, liabilities, or other obligations.

## Article V: Committees

### I. Creation and Dissolution of Committees

- A. The council has the authority to create and dissolve committees as needed to further the work of the association.

### II. Authority of Committees

- A. Committees derive their authority from the MCAA council. The council in turn derives its authority from the MCAA broadly.
- B. All committees shall have a charge authorized by the council.
- C. Committees operate democratically using Robert's Rules of Order.

### III. Types of Committees

#### A. Standing Committees

1. Standing committees are permanent parts of the MCAA governance structure and are on-going.
2. Members of standing committees may be volunteers or elected (see section II C and D, below).
3. All standing committees and their charges can be found in the Board Book section, "Standing Committees"
4. Newly charged or established standing committees must be added to the Board Book and made public to the Association.
5. Members of standing committees may be volunteers or elected (see section II C and D, below).

#### B. Ad-Hoc Committees

1. Ad-hoc committees are charged with a narrow purpose for a limited amount of time after which they are disbanded.
2. The members of an ad-hoc committee may determine the necessity of the committee transitioning to a permanent (standing) committee, and request that the council authorize it as such.

#### C. Volunteer Committees

##### 1. Membership

- a) Committee members are seated on volunteer committees following a call for volunteers to submit a letter of intent issued by the council.
- b) Members are selected and appointed by the council.

##### 2. Terms

- a) Standing volunteer committees shall accept new volunteers once a year, or more frequently as needed.

- b) Members of standing volunteer committees shall serve one-year terms.
- c) Members of standing volunteer committees may serve up to six consecutive one-year terms, and unlimited non-consecutive terms.

D. Elected Committees

1. Membership

- a) Committee members shall be seated on elected committees following a vote of the MCAA.

2. Terms

- a) Standing elected committees shall hold elections every three years.
- b) Members of standing elected committees shall hold three-year terms.
- c) Members of standing elected committees may serve two consecutive three-year terms, and unlimited non-consecutive terms.

E. New Committees

- 1. New committees are charged by the council. Such committees may emerge from council discussions or may be proposed to the council from association members.
- 2. All committees should designate a chair and secretary, operate democratically using Robert's Rules of Order, and keep public minutes to be posted to the MCAA website.

F. Expectations

- 1. Expectations for committee members will be laid out in the committee charge.
- 2. Committee members must meet the expectations stipulated in the committee charge.
- 3. A committee member who is concerned about a fellow member not meeting the expectations stipulated by the committee charge should consult with the council member assigned as liaison to that committee to assist with formulating a plan.

IV. Funds

- A. Funds needed by committees will be raised from the Association by the council or other central fundraising body, in response to budgets which may be drafted and requested by committee members for this purpose.

## Article VI: Elections

I. Eligibility:

- A. All Association members are eligible to vote in elections.

- B. All Association members are eligible to serve as Council members, except Council members at the end of their second consecutive term (see Article IV, section I, B).
  - C. All Association members are eligible to serve on elected committees or in other elected positions as they are established.
- II. Alumni Council elections:
- A. Elections for council seats shall be held annually near the close of the year, for three of the nine Council seats. Council terms shall begin in January.
    - 1. All Council members are elected to at-large positions.
    - 2. Elections may be held in person, by mail or by electronic means, as necessary.
    - 3. The Association membership shall be informed of the election not less than one month in advance of the election date or date when voting begins.
    - 4. The Association membership shall be informed of the results of the election not more than two weeks after the election date or date when voting begins.
  - B. Nominations for Council positions may be submitted by any Association member. Self-nominations are accepted and encouraged.
    - 1. Nominations will be solicited no later than one month before the election date. Nominations shall be open for at least one week.
    - 2. Nominees who did not nominate themselves must accept their nomination to be listed as a Candidate.
  - C. Candidates shall submit a statement of intent, to be shared with the Association body ahead of the election.
  - D. Council officers are elected from among the council, by the council, by secret ballot.
    - 1. Officer positions come up for election when the officer's council term ends, or when the council member otherwise resigns from an officer position.
    - 2. Nominations should be taken from among the council. Self-nominations are permitted.
    - 3. Voting by secret ballot should be undertaken quickly and simply. In the event of a tie, the winner will be chosen using a random number generator or some similar random selection process.
- III. Other elections:
- A. The Council may choose to hold elections for additional positions or committees as it deems necessary. Those elections shall be conducted with similar procedures to those outlined above, but they may be held at any time of year and terms need not begin in January.
- IV. Vacated positions:
- A. Should any Council seat become vacant before the end of its term, the seat shall remain empty until the next election, at which time a candidate will be elected to fill the seat for the remainder of the vacating council member's term. Resigning

- council members should give the council as much notice as possible before resignation. Resignations should be issued in writing to the entire council.
- B. Vacated officer positions may be filled by an immediate election within the Council.

## Article VII: Annual Meetings

- I. Frequency
  - A. A meeting of the membership of the MCAA will be held annually, either in person, electronically, or hybrid, as circumstances allow.
  - B. The council shall provide notice of the meeting not less than three months before the scheduled date.
- II. Purpose
  - A. The annual meeting serves to bring members together socially and for association business.
  - B. Certain issues must be decided by the association at large, rather than simply by council. These include:
    - 1. Approval of annual budget
    - 2. Amendments to MCAA bylaws
  - C. Elections may take place outside of annual meetings and may proceed on a separate schedule, especially if electronic.
- III. Procedure
  - A. At least a quorum of council members shall be present at the annual meeting.
  - B. All members in good standing are eligible to speak as recognized by the moderator, and to vote on relevant issues or decisions raised in the meeting.
  - C. The meeting shall be moderated according to Robert's Rules of Order by a member of the MCAC or designated volunteer.
  - D. Minutes from the meeting shall be public and posted to the MCAA website.

## Article VIII: Fiscal Policies

- I. The MCAC may, by vote, authorize any officer or employee/volunteer of the corporation, in addition to the officers so authorized by these bylaws, to enter into any contract or to execute and deliver any instrument in the name and on behalf of the corporation. Such authority may be general or may be confined to specific instances.
- II. The MCAC, within the policies prescribed by the board, may accept on behalf of the corporation any contribution, gift, bequest, or devise of any property for the general purposes of the corporation.
- III. All funds of the corporation shall be deposited to the credit of the corporation in such banks, trust companies, or other depositories as the council selects.
- IV. All checks, drafts, or orders to pay corporate debt shall be signed by any person as duly authorized by resolution of the MCAC. In the absence of such determination, such instruments shall be signed by the Treasurer and countersigned by the President.

- V. The corporation shall prepare and maintain correct and complete books and records of accounts. All books and records of the corporation may be inspected at any reasonable time upon written request of any member of the public.
- VI. The fiscal year of the corporation shall end on December 31 in each year.

## Article IX: Amendments

- I. The bylaws of this corporation may be amended or added to or new bylaws may be adopted by two thirds of those present at an annual meeting.