



**BY-LAWS OF THE  
FRANKLIN & MARSHALL COLLEGE ALUMNI ASSOCIATION  
Amended and Adopted November 10, 2022**

**ARTICLE I**

**Name and Membership**

**Name of the Alumni Association**

The name of the association shall be The Franklin & Marshall College Alumni Association (hereinafter, the "Alumni Association" or "Association").

**Membership in the Alumni Association**

The following persons shall be members of the Alumni Association:

- a) All graduates of the College (hereinafter, "alumni");
- b) All matriculates who, though no longer enrolled at the College, were in good standing as full time students for at least four semesters;
- c) Recipients of honorary degrees from the College;
- d) Trustees of the College
- e) Emeriti Trustees
- f) Individuals elected honorary alumni, as described in Article III, Section 6.

**ARTICLE II**

**Mission of the Alumni Association**

The mission of the Franklin & Marshall College Alumni Association is to advance the welfare of the College by engaging, fostering and strengthening connections among alumni, students and the campus community to inspire lifelong loyalty to, pride in, and support of the College.

**ARTICLE III**

**The Alumni Association Board of Directors**

**Purpose of the Alumni Association Board of Directors**

The purpose of the Alumni Association Board is to execute the mission of the Alumni Association.

Section 1. Powers. The activities and affairs of the Alumni Association of Franklin & Marshall College, and the care and disposition of its funds, shall be directed by the

Alumni Association Board of Directors (hereinafter, the "Alumni Association Board" or "Board"), which shall act in accordance with these By-laws.

Section 2. Officers of the Association. The officers of the Alumni Association shall be the President; the President Elect; the Past President, and such other persons as the Board may from time to time designate.

Section 2.1. Executive Committee. The Executive Committee of the Alumni Association Board and Alumni Association (herein after the "Executive Committee" or the "Officers") shall be composed of the President, the President Elect, the Past President, and such other persons as the Board may from time to time designate.

Section 2.2. Election, Terms. Executive Committee members shall be elected by the Alumni Association Board to serve in that capacity for a term of two (2) years, and for no more than one (1) additional consecutive term. An officer's term of office shall commence on the July 1 immediately following the meeting at which he or she has been elected an officer and shall end on June 30 following the second year of the term, unless otherwise stated in the resolution electing such officer. Each nominee shall be separately voted upon, and election of any nominee shall be by simple majority vote of the members in attendance.

Section 2.3. Eligibility. All members of the Alumni Association Board shall be eligible to serve as an Officer of the Association.

Section 3. Board Membership Qualification. Membership on the Alumni Association Board shall be open to all Alumni. The Board shall seek members of talent and accomplishment who have a record of engagement with, and service to, the College. Members must be willing to dedicate significant time to their Board responsibilities and to support the College financially. The Alumni Association Board should broadly reflect the demographic, ethnic, racial, gender and geographic diversity of the College's alumni.

Section 4. Composition and Terms. Effective May 9, 2015, the Alumni Association Board shall be composed of a maximum of thirty-two (32) elected members who shall serve a maximum of two (2) terms as follows:

One initial term of three (3) years  
One second term of three (3) years

Any Alumni Association Board member whose initial term began before May 9, 2015, shall serve on the Alumni Association Board for such period of time as determined by the by-laws which were then in effect.

In the event that a member is elected to fill an unexpired term of a departing elected member, such member shall be eligible to serve two (2) full terms which shall not exceed three (3) years per term.

Any member elected as an Officer, as defined in these By-laws, before the expiration of their term shall have their term on the Alumni Association Board extended to allow them to complete their term of office. The terms of members on the Alumni Association Board shall be staggered such that no more than 50% of the current board

roster may have coincident terms.

The term of office of any member of the Alumni Association Board shall commence on July 1 immediately following the meeting at which he or she is elected, unless otherwise stated in the electing resolution. Terms shall conclude on June 30 unless otherwise stated in the electing resolution.

Section 5. *Ex officio* Members of the Alumni Association Board. The College's Assistant Vice President Alumni for Engagement & Annual Giving shall serve as an *ex officio* member of the Alumni Association Board and shall act as the Secretary of the Alumni Association Board at all meetings, and may designate an individual to record the meeting.

Section 6. Honorary Alumni. The Board shall from time to time designate as Honorary Alumni individuals who have not been students at the College but who have provided it with extraordinary service and support. All members of the College community may nominate prospective Honorary Alumni; such nominees shall be reviewed initially by the committee so designated by the Executive Committee, which shall forward its recommendations to the Executive Committee and the Board; final review and approval of nominees shall be reserved to the Board.

Section 7. Meetings. The Alumni Association Board shall meet at least three (3) times each calendar year to review and formulate policy, to consider new programs, to execute existing programs, to elect officers of the Association, and to perform such other duties and to conduct such other business as it may deem necessary. Generally, regular meetings shall be held in the Fall, Winter, and Spring.

Section 7.1. Notice. Notice of all regular meetings to Alumni Association Board members not fewer than thirty (30) calendar days prior to the meeting; such notice shall contain the date, time and location of the meeting. Notice may be given by mail, or electronic means.

Section 7.2. Special Meetings. Notice of all special meetings to Alumni Association Board members not fewer than forty-eight (48) hours prior to the meeting; such notice shall contain the date, time, remote format and purpose of the meeting.

Section 7.3 Attendance Alumni Association Board members are expected to attend and actively participate in Board meetings. Continued membership will be reviewed for any persons who are absent from any two (2) of three (3) consecutive regular meetings.

Section 7.3.1. Duties and Responsibilities. Each year every member of the Alumni Association Board shall, in addition to their required attendance at Alumni Association Board meetings, will make a direct financial contribution of \$250 or greater to the Franklin & Marshall College Fund and participate in three or more activities as listed on the Alumni Association Board Expectations Document each year. Alumni Association Board members are also expected to either solicit indirect financial contributions of \$1,000 or greater to the Franklin & Marshall College Fund or develop or further a relationship with 10 Franklin & Marshall College alumni that were not engaged in the previous year. The details of these expectations are outlined in the Alumni Association Board Expectations Document.

Members who fail to maintain their responsibilities as set forth in these Bylaws, the Alumni Association Board Expectations Document, the Conflict of Interest Statement and the Confidentiality Statement, may be subject to removal from the Alumni Association Board in accord with the process described in Section 8.

Section 7.4. Quorum. A quorum of the Alumni Association Board shall be required in order to conduct business at regular and special meetings and shall be polled from the current roster of Alumni Association Board members. A quorum shall be defined as a simple majority of the elected members serving on the Alumni Association Board. Members taking part by electronic means may be counted toward a quorum and may vote on all matters before the Board.

Section 7.5. Procedure. The protocol and procedure governing the conduct of all meetings of the Alumni Association Board shall be that of Robert's Rules of Order (most current edition in print).

Section 7.6. Electronic Voting. For business between meetings that require member voting, electronic communication devices, including but not limited to fax, teleconferences, and e-mail, may be utilized. The voting procedure shall include: 1) a description of the matter to be voted on; 2) a specified period of debate; 3) a time for the scheduled vote; 4) announcement of results. A quorum of the Alumni Association Board, as defined in Section 7.4, shall be required for electronic voting.

Section 8. Removal. Any member of the Alumni Association Board who is subject to removal shall be given notice, not fewer than thirty (30) days in advance, of the effective date of such removal, with a written explanation of the reason for the removal.

The member who has received such notice will be given an opportunity to meet with the Executive Committee to rebut the removal and to present any information on their behalf.

Following such a meeting, the Executive Committee, in its sole discretion, may then either continue with the removal process, recommend to the Alumni Association Board that the removal process be terminated, continue the removal process to a later date, or take such other action it determines is appropriate. Should the removal process continue, it will be placed on the agenda of the next regular Board meeting. A simple majority vote for removal shall be necessary for removal from the Alumni Association Board.

Section 9. Conflict of Interest. Each member of the Alumni Association Board has a fiduciary obligation to act in the best interests of the Association. An Alumni Association Board member may not participate in any vote on any matter relating to current or proposed Association business with any individual with whom or entity with which the Alumni Association Board member has a direct or indirect personal or financial interest that conflicts with the proper discharge of the member's duties. Alumni Association Board members are required to disclose any personal or financial interest in business with the college. Any Alumni Association Board member other than the President having a direct or indirect personal or financial interest that could create a conflict of interest with any Association agreement, transaction or relationship shall disclose that potential conflict of interest to the President, who shall determine whether a true conflict of interest exists. If the President has a direct or indirect personal or financial interest that could create such

conflict of interest, the President shall disclose that potential conflict of interest to the other members of the Executive Committee, who shall determine whether a true conflict of interest exists. If the President (or the other members of the Executive Committee, as applicable) determines that a true conflict of interest exists, the President (or the other members of the Executive Committee, as applicable) shall disclose the same to the Board, and such Alumni Association Board member may not participate in any vote with respect to the matter involved. Such Alumni Association Board member may, however, provide pertinent factual information prior to any vote on such matter at the Alumni Association Board's request.

## **ARTICLE IV**

### **Officers**

Section 1. Officers of the Association. As described in Article III, Section 2, the Officers of the Alumni Association shall be the President, the President Elect, the Past President, and such other persons as the Board may from time to time designate. Officers shall be identified and elected in accordance with Article III, Section 2.2.

Section 2. Duties of the President. The President shall be responsible for the general supervision of the affairs of the Alumni Association and shall perform such other duties as the Alumni Association Board may properly assign, or which may be provided for in the By-Laws of the Alumni Association. The President shall preside at all meetings of the Alumni Association Board.

Unless otherwise provided for herein, the President shall have the power to create and dissolve committees of the Alumni Association Board and shall have the power to appoint and disband the membership of such committees. The President shall be an ex-officio member of any and all committees of the Alumni Association Board.

From time to time, the President may call a meeting of the Alumni Association to report on the state of the Association or for other reasons.

Section 3. Duties of the President Elect. The President Elect shall perform the functions of the President in their absence or disability and shall succeed to the office of the President should the President resign or otherwise become unable to discharge their duties, and shall perform such other duties as may be assigned by the President, the Executive Committee, and the Alumni Association Board. The President Elect may be appointed by the President as an ex officio member of any committee of the Alumni Association Board.

The President Elect shall, in consultation with the Executive Committee and in compliance with the Alumni Association Board's financial policies and guidelines, shall: review and revise the Alumni Association Board's financial policies and guidelines as necessary; prepare the annual budget for the Alumni Association Board (hereinafter, the "Budget") and present the Budget to the Alumni Association Board for approval; receive and review all requests for new or revised expenditures and recommend those that would exceed the total approved Budget for further action by the full Alumni Association Board as appropriate; and update the combined account statement and the Budget at each

Alumni Association Board meeting.

Section 4. Duties of the Past President. The Past President shall advise the President and other members of the Executive Committee on issues and policies related to the Alumni Association Board and Association. The Past President shall also serve as the co-chair of the Membership and Awards Committee.

Section 5. Officer Vacancy. A special election may be held, by mail ballot, by electronic vote (as defined in Article III, Section 7.6), or by vote at a meeting of the Alumni Association Board, to fill any vacancy or unexpired term of an officer who is unable to complete such term.

## **ARTICLE V**

### **Committees**

Section 1. Standing Committees. There shall be two (2) Standing Committees of the Alumni Association Board:

- 1) The Executive Committee
- 2) The Membership and Awards Committee

All members of a Standing Committee must be elected members of the Alumni Association Board, except that the President, in consultation with the College's Assistant Vice President for Alumni Engagement & Annual Giving, may appoint and include two (2) former Officers of the Board as members of the Membership and Awards Committee.

Section 1.2. Other Committees. From time to time, the President, the Executive Committee and the Board may establish such other committees ("Special Committees") as they deem necessary. Special Committees shall comprise individuals as appointed by the President in consultation with the College's Assistant Vice President for Alumni Engagement & Annual Giving and the Executive Committee. When possible and appropriate under the given circumstances, Special Committees may include alumni and undergraduates who are not elected members of the Alumni Association Board. Special Committees shall be chaired only by elected members of the Alumni Association Board. Ad Hoc Committees may be convened by the Executive Committee, with a liaison from the Alumni Association Board as an advisor.

Committee chairs, whether of Standing or Special Committees, shall be appointed by the President of the Association in consultation with the College's Assistant Vice President for Alumni Engagement & Annual Giving and the Executive Committee.

Section 2. Executive Committee. The Executive Committee shall be composed of the President, the President Elect, the Past President, and such other persons as the Board from time to time may elect, as described in Article III, Section 2.

Section 2.1. Responsibilities and Duties of the Executive Committee. The Executive

Committee shall be charged with the conduct and general administration of the affairs of the Association between regular meetings of the Board. The Executive Committee will also help the College measure the success and attendance of alumni events. The Executive Committee has the sole discretion to identify board members to work on measuring the success of AAB contributions to increasing attendance of alumni events and other College alumni efforts. The Executive Committee will update the Board with AAB measurement of success and collaborate with the College to develop overall measurement of alumni engagement.

Section 2.2. Spending Authority. The Executive Committee, acting in its sole discretion of a majority of its members, shall have the authority to expend up to \$2,000 between regular meetings of the Alumni Association Board. Any such expenditure must be reported to the full Alumni Association Board at its next regular meeting. The expenditure of amounts greater than \$2,000 shall require approval of the full Board.

Section 2.3. Proposals for Expenditures. All proposals for expenditures to be incurred during a fiscal year (commencing July 1 of each year) shall be forwarded to the President Elect. The President Elect, in consultation with the Executive Committee and in compliance with the Alumni Association Board's financial policies and guidelines, shall propose the Budget for such fiscal year to the Alumni Association Board with final approval of the Budget to be sought no later than the Fall meeting of such fiscal year.

All proposals for expenditures not included in the approved Budget (with the exception of any expenditures made in accordance with Section 2.2 of this Article) shall be advanced to the President Elect promptly and prior to making any such expenditure. It shall be the responsibility of the President Elect in consultation with the Executive Committee and in compliance with the Alumni Association Board's financial policies and guidelines, to review all such proposals and recommend any proposed expenditures that would exceed the total approved Budget for further action by the full Alumni Association Board as appropriate.

Section 4. The Membership and Awards Committee. The Membership and Awards Committee shall be co-chaired by the Past President of the Alumni Association and President-Elect of the Alumni Association. It shall be composed of the College's Assistant Vice President for Alumni Engagement & Annual Giving *ex officio, at least* one (1) other member to be identified by the Executive Committee and may, pursuant to Article V, Section 1 above, include two (2) former Officers of the Board.

Section 4.1. Responsibilities and Duties of the Membership and Awards Committee. The Membership and Awards Committee is charged with identifying, reviewing and recommending new Board members. The Membership and Awards Committee is responsible for regular communication with the Executive Committee during the identification, review, and recommendation process. All nominations must be ratified by the entire Executive Committee. The Membership and Awards Committee shall also direct and manage programs of orientation and mentorship for new members, and shall direct and manage the nomination and awards processes of the Alumni Association Board as specified in Article VI, Section 4 of these By-Laws.

The Membership and Awards Committee shall have other such responsibilities and duties

as the Executive Committee and the Board may from time to time assign to it.

## **ARTICLE VI**

### **Nominations, Elections, and Awards**

Section 1. Nomination of Alumni Association Board Members. The Membership and Awards Committee shall, in collaboration with the Office of Alumni Relations and Annual Giving, other college offices, Board members, and others, identify and forward to the Executive Committee a slate of candidates for election to the Board at the Spring meeting. The Committee will provide appropriate information on the qualifications and background of the nominees. There is no requirement to fill all vacancies.

Section 1.1. Election. The Alumni Association Board shall elect new members from the slate of nominees. Each nominee shall be separately voted upon, and election of any nominee shall be by simple majority vote of the members in attendance.

Section 1.2. Election to Fill Vacancies. A special election may be held, by mail ballot, by electronic vote (as defined in Article III, Section 7.6), or by vote at a meeting of the Alumni Association Board, to fill any vacancy or unexpired term of a member who is unable to complete such term.

Section 2. Nomination of Officers. Prior to the Spring meeting of the Alumni Association Board, the Executive Committee, working in conjunction with the Office of Alumni Relations and Annual Giving and other administrative offices, shall draft a slate of nominees to serve as officers of the Association for the following twenty-four (24) month period.

Section 2.1. Election. The Alumni Association Board shall elect new officers of the Association from the slate of nominees proposed by the Executive Committee at its Spring meeting. Each nominee shall be separately voted upon, and election of any nominee shall be by simple majority vote of the members in attendance. In the event that any candidate proposed by the Executive Committee to serve as an officer of the Association shall not win election, nominations shall be taken from the floor and shall be voted upon. A nomination from the floor shall be elected by a simple majority vote of the members in attendance.

Section 3. Filling Unexpired Terms. In the event that a vacancy may arise because of the departure from the Alumni Association Board of any one or more of its members during the course of that Alumni Association Board member's term, then any candidate elected to fill such vacancy shall serve for the unexpired term of the departing Alumni Association Board member. In accordance with Article III, Section 4, this member is then able to be re-elected for up to two (2) additional full terms.

Section 4. Awards and Honors of the Alumni Association. The Alumni Association Board recognizes alumni with several awards each year:

- a) The Alumni Medal is given to an alumnus in recognition of

- sustained, distinguished and outstanding service to the College.
- b) The Alumni Citation is given to an individual(s) who is distinguished in a particular profession, has provided dedicated leadership and service to the community, and has established an exemplary record of accomplishments in a specific field of endeavor.
  - c) The Alumni Development Volunteer Award recognizes alumni who have excelled in raising funds and obtaining pledges for the College.
  - d) The GOLD Alumni Award is given to an individual(s) who has graduated at least five (5) years ago but no more than ten (10) years ago and who has contributed significant service and support to the College.

The Membership and Awards committee shall collaborate with the Office of Alumni Relations and Annual Giving to identify and forward to the Executive Committee a slate of candidates for these awards. The candidates elected shall be subject to a vote of the Alumni Association Board.

The Membership and Awards committee shall manage other nomination and awards processes as the Executive Committee and the Board deem necessary.

## **ARTICLE VII**

### **Groups and Clubs**

Section 1. Recognition. The Alumni Association Board, Alumni Association and Advancement Office shall from time to time recognize groups and clubs of alumni who organized themselves based on common interest activity or background (affinity groups), or for some other reason. Groups and clubs must subscribe to the objectives and purposes of the Alumni Association as described in Article II.

Section 2. Support. Recognized groups and clubs may receive support from the Alumni Association Board and the Alumni Association, including financial resources, planning and logistical support, advice and counsel.

Section 3. Withdrawal of Recognition. The Alumni Association Board may, after due consultation with the Office of College Advancement, from time to time withdraw recognition and support from groups and clubs based on changing needs and priorities or the failure of the group or club to support the objectives and purposes of the Alumni Association.

## **ARTICLE VIII**

### **Financial Affairs**

Section 1. Funds. The financial affairs of the Association and of the Alumni Association Board shall be under the direction of the Alumni Association Board. The financial resources immediately at the disposal of the Alumni Association Board shall consist of the Alumni Association's Endowment Account and the Alumni Association's Council Account, and such other accounts or funds as now or in the future may from time to time or at any time exist.

Section 2. Expense Reimbursement. In consultation with the Executive Committee, the Finance Committee may from time to time review and revise the policy governing reimbursement of expenses for members. Such policy should conform with relevant College policy and guidelines and all applicable law and regulations. Such expenses may be reimbursed only from the Alumni Association's Council Account. All other powers over such an account shall be reserved by the Alumni Association Board unless otherwise provided for or delegated.

Section 3. All Financial Powers Not Specifically Allocated. All powers with respect to all other funds accessible by the Alumni Association Board, whether of the Alumni Association's Endowment Account, the Alumni Association's Council Account or otherwise, and whether of an income or expense nature, shall be reserved for the Alumni Association Board and shall be administered in accordance with College policies and/or guidelines.

## **ARTICLE IX**

### **Amendment, Modification, Restatement, Repeal of the By-Laws and Effective Date**

Section 1. Modification, Restatement and/or Repeal. The provisions of these By-Laws may be amended, modified, restated or repealed whether in whole or in part, at any regular or special meeting of the Alumni Association Board by a simple majority vote of the members in attendance.

The proposed motion to amend, modify, restate or repeal must be filed with the College's Assistant Vice President for Alumni Relations & Annual Giving at least thirty (30) calendar days prior to the Alumni Association Board meeting (whether a regular or a special meeting) at which said motion(s) is/are to be brought before the Alumni Association Board. All proposed motions to amend, modify, restate or repeal the By-Laws must be mailed (by U.S. Postal or private courier service) or electronically transmitted to all Alumni Association Board members at least fifteen (15) days in advance of the meeting at which they are to be considered.

A motion to amend, modify, restate or repeal the By-Laws may be proposed by any member of the Board or by petition of any ten (10) Alumni as defined in Article III hereof.

Section 2. Effective Date. Any amendment, modification, restatement or repeal of the By-Laws so adopted shall take effect immediately following its adoption by the Alumni Association Board.

Last Amended and Adopted By the Alumni Association Board:

Friday, February 19, 1999.  
Saturday, September 18, 1999.  
Saturday, January 27, 2001.  
Saturday, May 12, 2001.  
Saturday, May 17, 2003.  
Saturday, January 24, 2004.  
Saturday, January 21, 2006.  
Friday, May 12, 2006.  
Saturday, January 26, 2008.  
Tuesday, June 23, 2009.  
Friday, May 14, 2010.  
Saturday, September 22, 2012.  
Friday, May 8, 2015  
Friday, May 6, 2016  
Friday, October 14, 2016  
Tuesday, August 7, 2018  
Thursday, November 10, 2022