

RESTATED BYLAWS
OF
ST. PAUL ACADEMY AND SUMMIT SCHOOL ALUMNI/AE COUNCIL

ARTICLE I.
NAME

Section 1.1 The name of this organization is the St. Paul Academy and Summit School Alumni/ae Council, hereinafter “Council.”

ARTICLE II.
MEMBERSHIP

Section 2.1 **Members.** The Council shall consist of no more than twenty-four (24) and no fewer than 10 (ten) alumni/ae members (hereinafter “Members”). All Members have voting rights and shall be entitled to one (1) vote. Members will be selected by the Membership to fill vacant positions.

Section 2.2 **Term.** Terms for all Members will commence at their first Regular Meeting and will last for two (2) years. Members may serve a maximum of three complete and consecutive terms (“Maximum Term Limit”) and may not be reappointed to the Council for a period of at least one year following the date the Member reached the Maximum Term Limit; provided, however, that a Member may be appointed for one (1) additional one (1) year term if it is determined by the Council upon the recommendation of the President that such extension is in the best interests of the Council due to such Member’s experience or particular skills which enhance the Council’s effectiveness. There is no restriction on the number of times a Member may reach the Maximum Term Limit.

Section 2.4 **Distribution.** The Council will strive to be comprised of a diverse group of alumni/ae from various decades, reflecting the alumni/ae community demographics.

ARTICLE III.
OFFICERS

Section 3.1 **President.** The President of the Council shall serve as the presiding officer at all meetings. The President of the Council shall be appointed for a term of two (2) years, based on nominations by the outgoing President and the Director of the Alumni/ae Relations Office. The President’s term will begin at the first Regular Meeting of the academic school year. The President must have previously served as a Member, distinguished him/herself by commitment to the Council either through active Member participation and/or service as a Committee Chair, and completed at least one (1) full two (2) year term. The President shall be able to complete his/her term as President even if doing so exceeds the Maximum Term Limit.

Upon the recommendation of the Director of the Alumni/ae Relations Office, and with the support of the full Council, the President may be appointed to an additional one (1) year term. The President must be an alumnus based in Minnesota. The President must strive to attend all meetings in person. The President will prepare the agendas for each meeting and serve as an ex-officio member on each committee. The President will circulate meeting minutes drafted by the secretary to the Membership. If the President is absent from a meeting, the President shall appoint another Member to run the meeting and prepare the agenda. Service as President shall be voluntary; provided however, the President shall attempt in all instances to provide at least 60 days' prior notice to the Director of the Alumni/ae Relations Office if he/she desires to terminate his/her tenure prior to the end of the then current term to allow for orderly succession planning.

Section 3.2 **Secretary.** The Director of the Alumni/ae Relations Office, or his/her designee, shall serve as secretary. The secretary will take attendance and draft minutes. The secretary will send the minutes by electronic communication to the President within seven (7) days of the date the meeting occurred. Meeting minutes will be kept in the Alumni/ae Office at St. Paul Academy and Summit School ("School") and be preserved according to the School's record retention policy.

ARTICLE IV. **MEETINGS OF MEMBERS**

Section 4.1 **Regular Meetings.** Regular Meetings of the Council shall be held at such times and places as shall be designated by the President.

Section 4.2 **Annual Meetings.** The Annual Meeting of the Council will be held at the conclusion of the academic school year at such time and place as the President determines. Such meetings shall be for the purpose of appointing new Members (as needed) and receiving an annual report from the Committee Chairs.

Section 4.3 **Notice.** The regular meeting and annual meeting calendar for the entire academic year will be distributed to all Members at the first meeting of the academic year. This notice will include the meeting date, the meeting time and the meeting location. Reminder notices of regular meetings and the annual meeting will be given by the President in writing, delivered by electronic communication, to the Council not less than seven (7) days before the meeting.

Section 4.4 **Remote Communications.** The President may determine that one or more meetings of the Members shall be held solely by, or permit participation by, means of remote communication. A Member may participate in a meeting of the Council by means of conference telephone. Participation in a meeting by remote communication constitutes presence at the meeting.

Section 4.5 **Quorum.** A quorum at a regular meeting of the Council shall be at least one half the total Membership of the Council present.

Section 4.6 Actions. A majority vote of the Members present at any meeting at which there is a quorum is sufficient to transact any business of the Council.

ARTICLE V. **COMMITTEES**

Section 5.1 General. The Council consists of three committees: Fundraising, Events and Volunteerism. The three committees represent the three areas of focus outlined in the Council's Mission Statement.

Section 5.2 Members. Each committee shall consist of at least one (1) Committee Chair and at least one (1) Committee Member. The Committee Members shall be slated at the first meeting of each academic year. Committee membership will last for one (1) academic year. It is a requirement of Council Membership to serve on at least one (1) committee.

Section 5.3 Committee Chair. The President and Director of the Alumni/ae Relations Office shall appoint a Member of each Committee to serve as Committee Chair for such Committee based on the nomination of the outgoing Committee Chair. The Committee Chair must have completed at least one (1) full year as a Member of the Council and shall serve a term of two (2) years beginning at the first meeting of the academic school year and may be appointed for one (1) additional two (2) year term. Service as Committee Chair shall be voluntary and any appointed Committee Chair may resign at any time upon prior notice to the President.

Section 5.3 Committee Meetings. Committees will meet throughout the academic year at the direction of the Committee Chair.

Section 5.4 Purpose. Each Committee will develop a plan of action for the academic year and work on behalf of the Council to accomplish the Committee's purpose.

Section 5.5 Reports. Committee reports will be given by the Committee Chair to the Council at each Regular Meeting. If the Committee Chair is absent from the Council's regular meeting, a member of the Committee shall give the report. The Committee Chair shall give an annual committee report at the Annual Meeting.

ARTICLE VI. **ATTENDANCE**

Section 6.1 General. Attendance is expected at all Council meetings. Notice of absence must be given in a timely manner to the President or the Director of Alumni/ae Relations. Should a Member become delinquent in his/her attendance, a majority vote by the Council is needed to remove that Member from his/her position.

ARTICLE VII.
AMENDMENT OF BYLAWS

Section 7.1 **General.** These bylaws may be amended at any regular meeting of the Council at which a quorum is present by a majority of Members present and upon notice of the proposed amendment duly given in the notice of the meeting.