



SAINT JAMES SCHOOL

SAINT JAMES SCHOOL ALUMNI ASSOCIATION BY-LAWS

ARTICLE I. NAME

The name of the association shall be the Saint James School Alumni Association.

Section I. Abbreviations and References

- A. The term "Alumni Council" or "Council" shall refer to the governing body of the Saint James School Alumni Association, and/or the officers and members of the Saint James School Alumni Association, as herein described.
- B. The terms "SJS," "The School," or "Saint James" shall refer to the institution of Saint James School, Hagerstown, Maryland, or the physical location of Saint James School.
- C. The words alumna, alumnae, alumnus and alumni refer to a graduate or graduates of Saint James, who attended for two or more terms, and who left the School in good academic and social standing.

ARTICLE II. PURPOSE

The Saint James School Alumni Association shall:

- Create a welcoming and supportive alumni community to foster life-long engagement with Saint James School.
- Provide leadership support to the School and its Headmaster.
- Offer alumni the opportunity for continued growth and development.

ARTICLE III. ASSOCIATION GOALS

The goals of the Alumni Association shall be to:

1. Provide financial and volunteer support from the alumni of the School.
2. Assist in development and implementation of programs that recognize alumni, faculty, and friends of the School for their outstanding personal achievements and support of the School.
3. Develop and implement programs to create awareness of the Alumni Association among recent graduates and current students and encourage them to become active alumni.
4. Assist in soliciting gifts from alumni to generate annual support.
5. Initiate, encourage and promote activities and communication amongst all alumni.

ARTICLE IV. ASSOCIATION MEMBERSHIP

Section I. There shall be two categories of membership: Regular and Ex-officio.

- Section 2. Membership qualifications shall be:
- A. Regular – Those alumni who are graduates of Saint James, or those who attended Saint James for two or more terms and who left the School in good academic and social standing.
 - B. Ex-officio – The Headmaster of Saint James School, the Director of Development (or designee), and current Senior Prefect.

- Section 3. Alumni Association members shall have the following rights:
- A. Regular members shall be voting members of the Alumni Association and the Alumni Council
 - B. All members shall have the privilege of attending all functions of the Alumni Association and regular Alumni Council meetings.

ARTICLE V. ALUMNI COUNCIL

- Section 1. Purpose – To create, build and support relationships among current students, alumni, faculty, staff, and friends, in support of the School. We endeavor to do this through engagement and philanthropy, upholding the School's values of moral and spiritual development.
- Section 2. Structure – The governing body of the Association shall be the Alumni Council, and shall consist of no less than eight (8) and no more than fifteen (15) voting members, three (3) of whom shall be officers of the Alumni Council and the remainder as ex-officio members.
- The following shall be ex-officio members of the Alumni Council with no voting privileges: The Headmaster, the Director of Development (or designee), and current Senior Prefect.
- Section 3. Council Member Responsibilities – The duties of the Council member, during their term of office, include:
- A. Be a committed, informed, and positive representative and ambassador of Saint James School.
 - B. Actively participate and in at least one Development department event of their choice (excluding Alumni Weekend, which is a requirement as a member) during each fiscal year (July 1 – June 30) in order to advance the strategic goals established by the Alumni Council.
 - C. Attend in-person, or via remote means, a mandatory three out of four Council meetings per year. One absence, with prior notification to and approval from President, is permitted.
 - D. Set a philanthropic example by annual participation in the Annual Fund.
 - E. Participate actively in securing financial support for the School and increasing Alumni participation in the Annual Fund.
 - F. Identify potential alumni volunteers, leaders, and leadership gift prospects.

- G. Represent fellow alumni and collaborate with other alumni volunteers to encourage support for the School and its leadership through event participation, fundraising efforts, etc.

Section 4. Conduct

Members of the Council are expected to speak respectfully and listen carefully during meetings, to keep anything of a confidential nature discussed in Council, as such, and not to “expose” any other member where there has been a matter of significant discussion or disagreement. They are also expected to promote the School in their interaction with other alumni, to report accurately and helpfully about developments and events on campus, and not publicly criticize or oppose the School’s policies. Members are encouraged to raise their concerns openly in Council meetings or more privately in conversation with the Headmaster.

Section 5. Attendance and absences

- A. Members, with prior notification to the President, may fulfill their obligation to attend a Council meeting by participating via telephone or remote conferencing.
- B. Members of the Council will be required to participate in 3 out of 4 official Council meetings per year. If a member is unable to attend, proper notification must be given to the President prior to the start of the meeting.
- C. Any unexcused absence from a Council meeting will result in the following:
 - i. First offense: a call from Executive Committee members reminding member of position with verbal warning.
 - ii. Second offense: formal written letter of warning with suggested outcome.
 - iii. Third offense: dismissal from the Alumni Council.

Section 6. Resignation and retirement

- A. A council member will be retired from service by whichever of the following events first occur:
 - i. Completion of the second consecutive term of service.
 - ii. Failure to comply with policies regarding attendance as herein described.
 - iii. A vote of retirement by one-half or more of the entire membership of the Council.
 - iv. Failure to support the Annual Fund in each academic year.
 - v. Failure to act respectfully or collegially toward fellow alumni, Council members or other volunteers.
 - vi. The Council member elects retirement.
 - vii. For reasons identified by the President or the Headmaster, with the approval of a majority of the Council.

Section 7. Terms – Members are appointed for a term of three (3) years, beginning July 1 of the year of their nomination to the Alumni Council. A member may serve no more than two (2) consecutive terms without at least a one (1) year absence from the Alumni Council.

Section 8. Officers

- A. The officers of the Alumni Association shall be the President, Vice President, and Secretary. These officers shall constitute the Executive Committee of the Alumni Council.
- B. Duties
- i. The Executive Committee shall guide the direction of the Alumni Association and manage its activities with the approval of the Alumni Council. The Executive Committee shall fill vacancies for all unexpired terms of any officer with the approval of the Alumni Council.
 - ii. The President shall call all meetings of the Alumni Association and the Alumni Council as herein provided and shall preside at all such meetings, and with the assistance of the Development Office, prepare the agenda for Alumni Council and Association meetings. In the event of a tie vote at any meeting, the President shall cast the deciding vote. The President shall be an ex-officio member of all committees except the Nominating Committee. The President shall appoint all committee chairpersons and shall perform such other duties as are appropriate to the office. The President of the Council shall appoint Chairpersons of the Standing Committees with approval of the Alumni Council. From time to time, the Board of Trustees may invite the President to report to the full Board on Council business. And as necessary, the President shall represent the Alumni at School and alumni functions, including Baccalaureate and Commencement.
 - iii. The Vice President, in the absence or incapacity of the President, will perform the duties of the President, and when so acting, will have all the powers and be subject to all restrictions upon the President. The Vice President will perform such other duties as may be assigned by the President and the Alumni Council. In the event of the resignation or disability of the President, the Vice President shall become President for the balance of the unexpired term. Although not required, the Vice President may be nominated to succeed the President when a vacancy occurs.
 - iv. The Secretary shall maintain complete and current minutes of the meetings of the Alumni Association, and the Executive Committee. They shall maintain a complete and up-to-date roster of the Alumni Council and terms of appointment and shall be responsible for correspondence of the Alumni Association and of the Alumni Council in cooperation with the Director of Development. The Secretary shall work with the Director of Development (or designee) to maintain the Alumni Association's records on the School's website. The Secretary shall serve as Parliamentarian and will distribute the minutes of all Alumni Association and Council meetings within one (1) week of the meeting date.
- C. Terms – The term of office for Officers of the Association shall be two (2) years. An officer may serve no more than two (2) consecutive terms in the same position. Upon election, an officer's term shall commence on July 1. The Vice

President shall automatically be nominated to become president at the expiration of the President's term. Upon the President's resignation, the Vice President shall automatically become President and serve the balance of the term. The President must have served in another position on the Alumni Council before becoming President.

Section 9. Standing Committee Chairpersons and Club Representatives

- A. The Alumni Council shall include a chairperson from each standing committee. Chairpersons shall appoint members of their respective committees from the Alumni Association with approval from the Council.
- B. Terms of Office – Chairpersons of the standing committees shall serve a two (2) year term with the option of reappointment to a second two (2) year term. Once a standing committee chairperson's term has been completed, the chairperson may become a regular member of the committee.
- C. Duties – The representatives shall act as liaisons between the Alumni Association and their respective committee(s).
- D. Accountability – All chairpersons shall provide a written summary of ~~its~~ their committee's actions to the Secretary for inclusion in the minutes and give a readout of stated actions at the following Alumni Council or Association meeting.

Section 10. Standing Committees

- A. The standing committees of the Alumni Council shall include:
 - i. Executive Committee – Shall consist of all officers of the Alumni Council, and for one year following the expiration of their term, the immediate Past-President of the Alumni Council.
 - a. Purpose: The Executive Committee shall be empowered to make decisions on behalf of the Alumni Council in response to exigencies or otherwise so as to afford orderly, continuous and timely conduct of affairs of the Alumni Council and support of Saint James operations and events including: the Annual Fund (and other fundraising projects), Alumni Weekend, the Alumni Award and such matters as may otherwise be brought before the Alumni Council.
 - b. Accountability: At every meeting of the Alumni Council, the Executive Committee shall provide a written summary of its actions and appropriate documentation of any expenditures made or authorized by it since the last meeting of the Alumni Council.
 - c. Term: All members of the Executive Committee shall serve for a period of two years, commencing with the beginning of the fiscal year. The newly elected committee shall be constituted at the conclusion of the current fiscal year. No Executive Committee member may serve beyond his or her term on the Executive Committee.

- ii. Nominating Committee – Develop a slate and make recommendations to the Council regarding prospective candidates for the offices of President, Vice President and Secretary after a collaborative interview process, which includes written documentation. This process must be completed in a timely manner so that the slate is made available to all membership in anticipation of the Annual Meeting.
 - a. Members: This committee shall consist of the Vice President as chair of the committee, a Council member appointed by consensus of the Alumni Council, and a Council member appointed by the Headmaster.
 - b. Purpose: The Nominating Committee will vet and validate nominations and applications, and interview candidates for Alumni Council members and officers, and have general supervisory authority over the conduct and methods of nominating and electing directors and officers.
 - c. Accountability: The committee will keep accurate written records of terms of service, vacancies, nominations, and elections noting the names of nominees and directors and officers elect, the manner of nomination and/or election, tabulation of votes, and results of elections.
 - d. Appointment: Candidates to fill vacancies on this committee shall be selected whenever vacancies occur, or by the Annual Meeting when Officer elections taking effect would require such change.
 - e. Term: All members of the Nominating Committee shall serve until retirement, or, in the case of the Vice President, until a change in officer position.
 - f. Vacancy: The Alumni Council shall act to fill vacancies on any permanent committee as soon as it becomes aware that a vacancy shall occur or has occurred.
- iii. Alumni Advancement Committee – Supports and enhances the fundraising efforts of the School.
 - a. Members: This committee shall consist of five (5) members.
 - b. Purpose: The Alumni Advancement Committee will engage alumni with the school's priorities and will seek opportunities for support of these priorities and development initiatives. These activities include, but are not limited to, keeping in contact with classmates or fellow alumni, and serving as ambassadors by actively participating in school events to fundraise in concert with the Development Office. The committee's fundraising activities will be based upon a goal established on an annual basis.
 - c. Accountability: The committee will provide updates to the Development Office, and all donations will be in concert with office policy and procedures.

- d. Appointment: Candidates to fill vacancies on this committee shall be selected whenever vacancies occur, or by the Annual Meeting when Officer elections taking effect would require such change.
 - e. Term: All members of the Alumni Advancement Committee shall serve until retirement.
 - f. Vacancy: The Alumni Council shall act to fill vacancies on any permanent committee as soon as it becomes aware that a vacancy shall occur or has occurred.
- iv. Awards Committee – During Alumni Weekend, the Alumni Council hosts a dinner and awards ceremony in honor of the School’s alumni. Three awards may be presented: the Alumni Award, the Kerfoot Society for Distinguished Faculty, and the Exceptional Service Award – all sponsored by the Alumni Council.
 - a. Members: This committee shall consist of five (5) members.
 - b. Purpose: The School recognizes exceptional members within our community. Based on stated award criteria and through outreach to all School constituents, this committee annually submits recipients of the awards to the Council for its endorsement and to the Headmaster.
 - c. Accountability: In association with the Development Office, the committee will keep accurate records of previous awardees, nominations, and elections noting the names of nominees.
 - d. Appointment: Candidates to fill vacancies on this committee shall be selected whenever vacancies occur, or by the Annual Meeting when Officer elections taking effect would require such change.
 - e. Term: All members of the Awards Committee shall serve until retirement.
 - f. Vacancy: The Alumni Council shall act to fill vacancies on any permanent committee as soon as it becomes aware that a vacancy shall occur or has occurred.
- B. Special committees may be appointed by the President as necessary, and/or upon recommendation by the Alumni Council. All current Alumni Council [members should engage in active projects toward the School’s mission, in cooperation with the Development Office.
- C. Duties – The Chairpersons and their respective committees shall carry out the duties in the committee descriptions and goals, which shall be filed in the Development Office.
- D. The President and the Director of Development (or designee) shall be ex-officio members of all committees.
- E. Committee membership is not limited to members of the Alumni Council, unless otherwise stated. Committees may, at the discretion of their respective chairpersons, extend participation rights to other members of the Alumni

Association or other members of the Saint James School community with the approval of the Executive Committee.

ARTICLE VI. ELECTIONS

Section 1. The Nominating Committee shall be responsible for soliciting nominations for members and officers of the Alumni Council whose terms are expiring or whenever a vacancy occurs, and shall be responsible for the preparation of its report, which includes its slate of nominated members and/or officers to the Alumni Council.

The Nominating Committee shall seek to ensure the composition of the Alumni Council is adequately representative of the various demographics and characteristics of the entire Association, including but not limited to class year, race, gender, and geographic region. In seeking nominees, the Nominating Committee may be assisted in their efforts with input by other members of the Alumni Council, Saint James School staff, and other members of the Association.

Section 2. Unless otherwise directed by the Alumni Council, elections for all vacancies shall be held at the Annual Meeting of the Alumni Association.

Section 3. Election Procedures

Procedures for all elections will be clearly defined in each edition of the Saint James Review, alumni e-newsletters, and the School's website or other forms of media communication that may appropriate.

- A. Prior to the Annual Meeting, the Nominating Committee shall announce to the membership the call for nominations in a timely manner.
- B. Nominees must be members of the Alumni Association and shall submit an application (either paper or electronic) to the Chair of the Nominating Committee.
- C. The Nominating Committee, via a personal interview, shall be responsible for ensuring all potential nominees have a comprehensive understanding of the purpose and function(s) of the Alumni Association and the Alumni Council, including specific responsibilities and expectations outlined in these By-Laws. Particular attention should be given to expectations of attendance, participation, and philanthropy. The interview will include the Committee Chair and at least one member of the Executive Committee; additional members may be invited to participate.
- D. All nominations should be communicated to the Alumni Council at least two (2) weeks prior to the meeting in which the nominated slate is to be voted upon. The number of members elected should be sufficient to meet the requirements of Article V, Section I.
- E. Prior to the Annual Meeting, the Nominating Committee, upon approval by the Council, shall prepare and make available the slate of officers for the upcoming term to the members of the Alumni Association. Voting shall be held at the Annual Meeting.
- F. Members who are elected to fill a vacancy that occurs prior to the end of the former member or officer's regular term shall serve only until the end of that former member or officer's regular term at which time the member may submit his or her candidacy for re-election pursuant to Section A of this Article. Time

served in filling a vacant position is not considered in the calculation of term limits as herein outlined.

ARTICLE VII. MEETINGS

Section 1. Schedules

- A. Alumni Association meetings – There shall be one Annual Meeting of the Alumni Association each year, on the Saturday of Alumni Weekend, and it shall be open to all alumni.
- B. Special meetings may be called at the discretion of the President, or the Director of Development at the request of the President. In lieu of a special meeting, the President ~~or~~ or the Director of Development at the request of the President, may submit a statement of matters to the members of the Alumni Council for a vote (via mail, email, online tool, or other electronic means). The date, time, and location of all meetings shall be specified by communication to the members at least two (2) weeks prior to the meeting.
- C. Alumni Council – There shall be a minimum of four (4) regular meetings of the Alumni Council each calendar year. The President shall call regularly scheduled meetings during the fall, winter, spring, and summer seasons. A majority of voting Alumni Council members shall constitute a quorum at such meetings. Additional meetings may be called at the discretion of the President or upon written request to the President of five (5) voting members of the Alumni Council. In the event of a tie vote at any meeting, the President shall cast the deciding vote. The schedule of Alumni Council meetings for the proceeding calendar year will be set and agreed upon by the Alumni Council at the fall meeting of the current year. The date, time and location of all meetings shall be confirmed by communication to the members at least two (2) weeks prior to the meeting.
- D. A quorum shall consist of at least 51% of voting Alumni Council members.
- E. Standing Committees – Meetings of all standing committees shall be called at the discretion of the chairperson(s) or upon request of the President.

Section 2. Procedures – Robert's Rules of Order, Newly Revised, shall govern the proceedings of all meetings, not specifically covered by the By-Laws. The Secretary shall serve as Parliamentarian and interpret all questions of parliamentary law.

ARTICLE VIII. FISCAL AFFAIRS

Section 1. The Alumni Association shall assess no dues.

Section 2. Solicitation of funds shall be subject to the approval of the Director of Development and the Headmaster

Section 3. All monies controlled by the Alumni Association shall be used to help promote the intellectual, spiritual, cultural and financial growth of Saint James School and its alumni, and shall be held for the benefit of the same by Saint James School in accounts which serve the convenience and purpose of Saint James and the Alumni Association and/or the Alumni Council.

- Section 4. The financial records of the Alumni Association are public information and shall be made available to the membership, and Alumni Council members.
- Section 5. In the event of dissolution of the Alumni Association, the Alumni Association's assets, if such exist, shall be turned over to the School to be added to the School's Annual Fund.
- Section 6. All Alumni Council banking, if any, shall be authorized by the Council, recorded in the minutes, and administered by the Director of Development in conformity with normal banking procedures and by parties so authorized by the Council and by the Saint James School, and must be transacted through the Business Office of Saint James according to the procedures defined by that office.
- Section 7. The fiscal year of the Alumni Council will begin on July 1 and will conclude on June 30 of the following year.

ARTICLE IX. RECORDS

- Section 1. Electronic Communications – All communication and correspondence including meeting invitations from the Executive Committee to Alumni Council members shall originate from Saint James School servers (e.g., AlumniCouncil@stjames.edu) to enable proper records-keeping, especially for continuity during times of leadership transition.
- Section 2. Safe-Keeping – All original, official records of the Alumni Association and any governing body of officially constituted committees thereof shall be kept at Saint James School so as to protect the same from loss or damage. Records will be stored and maintained under the control of the Director or head of the Development Office or equivalent member of the Saint James administration, who will advise the Secretary of the Alumni Council of the location of the Alumni Association records.
- Section 2. Copies-access – Any member of the Alumni Association may obtain copies of Alumni Association official records during regular business hours of the School or at such other times as may be convenient to the member and Saint James. Saint James may make a reasonable charge for copies, except that no charge will be made for copies provided pursuant to operations of the Alumni Association.

Article X. AMENDMENTS

- Section 1. These By-Laws may be amended at any regular meeting of the Alumni Council by a quorum vote of the Council, provided that the notice of the proposed change is communicated to each member at least two (2) weeks prior to the meeting designated for voting on such amendments.
- Section 2. The proposed amendments shall be communicated to alumni in a timely and consistent manner. Voting shall be held at the Annual Meeting of the Alumni Association.
- Section 3. Amendments shall become effective upon approval of two thirds (2/3) of those voting at the Annual Meeting of the Alumni Association.
- Section 4. An amendment that fails to gain approval may not again be considered until at least one year has elapsed from the original date of the proposal.

ARTICLE XI. RATIFICATION

These by-laws shall become effective MMMMM DD, YYYY unless objection is recorded with the Secretary of the Alumni Association by at least twenty percent (20%) of the membership of the Alumni Association within the thirty (30) day period following distribution of these Bylaws to the membership.