

BYLAWS
of the
ALUMNAE ASSOCIATION
of
LINDEN HALL

Amended June 2024



Table of Contents

Article 1	4
<i>NAME</i>	4
Article 2	4
<i>ORGANIZATION</i>	4
Article 3	4
<i>MISSION</i>	4
Article 4	4
<i>MEMBERSHIP</i>	4
Article 5	5
<i>OFFICERS AND DUTIES</i>	5
Article 6	6
<i>MANAGEMENT</i>	6
Article 7	6
<i>COMMITTEES</i>	6
Article 8	8
<i>ALUMNAE INTERESTS</i>	8
Article 9	9
<i>ELECTIONS AND TERMS OF OFFICE</i>	9
Article 10	11
<i>MEETINGS AND ATTENDANCE</i>	11
Article 11	12
<i>PROCEDURES</i>	12
 Appendix A	 12
Appendix B	13

Article 1

NAME

SECTION 1. The name of this Association shall be the "Alumnae Association of Linden Hall", hereinafter referred to as the "Association".

Article 2

ORGANIZATION

SECTION 1. The Association was organized by Alumnae on June 18, 1891 and became incorporated in Pennsylvania on March 15, 1957. The Association maintains status as a 501(c)(3) non-profit organization. The Association's Federal Tax ID (EIN) is held with the Association Treasurer.

Article 3

MISSION

SECTION 1. The purpose of the Alumnae Association shall be to support and uphold the mission of Linden Hall School for Girls and its former Junior College (together, hereinafter, the "School") while connecting and strengthening relationships between alumnae, and between current students and alumnae.

Article 4

MEMBERSHIP

SECTION 1. **Member:** Any former student of Linden Hall School for Girls, Lititz, Pennsylvania, who was regularly enrolled, completed at least one semester, and terminated her enrollment in good standing shall be considered a Member of the Association.

SECTION 2. **Honorary Member:** Any person who has served on the faculty or staff of the School for a period of at least ten (10) years or any person who has contributed significant service to the School and

whose nomination for Honorary Membership has been approved by the majority vote of the Board of Directors shall become an Honorary Member upon election by a three-fourths vote of the Members at the Annual Meeting of the Association. A person may be proposed for Honorary Membership by any member of the Board of Directors. Suggestions of names for Honorary Membership may be submitted in writing to a member of the Board of Directors by any Member.

SECTION 3. Privileges of Membership: Members shall have the privilege of voting and holding office. Honorary members shall be entitled to the privilege of the floor, but they shall not vote or hold office. Members and Honorary Members shall receive all written and digital publications of the Association, and all written and digital notices of the meetings held by the Association.

Article 5

OFFICERS AND DUTIES

SECTION 1. Officers of the Association shall be President, Vice President, Secretary and Treasurer.

SECTION 2. Duties of the Officers of the Association

- i. The **President** shall act as Chairperson of all meetings of the Association and of the Board of Directors. She shall appoint members of all standing and special committees and shall review the need to continue or discharge a special committee. She shall appoint Active Members to the Board of Directors to fill the unexpired terms of members of the Board who have died, resigned, or deemed to have resigned. She shall cast a vote on any matter only in the event of a tie by other members. The President shall serve as a de facto member of all Association committees.
- ii. The **Vice President** shall act for the President in the event of the absence or disability of the President. She shall act as Parliamentarian at all meetings of the Association and of the Board of Directors.
- iii. The **Secretary** of the Association shall act as the Secretary of the meetings of the Association and the Board of Directors. She shall perform all duties incident to the position, including recording and circulating meeting minutes as appropriate. The Secretary shall ensure that meeting minutes are preserved in the Archives of the School.
- iv. The **Treasurer** of the Association shall collect and disburse all funds of the Association, assuring that all disbursements over \$500 are approved by the Board of Directors. She will have custody of all properties of the Association

except as herein specifically allocated to other custodians. The Treasurer is responsible for annual filing of IRS Form 990-N which preserves the Association's federal 501(c)(3) status. The Treasurer will serve as the Chair of the Association Finance Committee.

Article 6

MANAGEMENT

SECTION 1. Board of Directors

- i. The Management of the affairs, funds, and properties of this Association, subject to the Bylaws, shall be vested in the twelve (12) Members serving on the Board of Directors, comprised of the following: President, Vice-President, Secretary, and Treasurer of the Association and eight (8) Members- at- Large. A majority of the Board shall constitute a quorum, and the act of a majority of the quorum shall be the act of the Board.

SECTION 2. Fiscal Year

- i. The fiscal year shall be from July 1st to June 30th.

Article 7

COMMITTEES

SECTION 1. All Members of the Association will be appointed by the President to serve in one of the following committees. Members may choose to volunteer to serve on more than one committee.

SECTION 2. Finance Committee

- i. The Finance Committee shall be responsible for the management of all Alumnae owned financial accounts including but not limited to:
 - a. Operating Funds
 - b. Brickenstein Scholarship

c. Special Accounts

The committee will manage the Brickenstein Scholarship in accordance with the guidelines outlined in Appendix B of these Bylaws.

The committee will meet quarterly to review the status of the accounts and approve disbursements from an account. Disbursements over \$500 must be presented to the Alumnae Association Board of Directors for formal approval, including contributions to the School for scholarship, the annual fund or special initiatives.

The committee will meet with the Association's financial advisors/managers at least annually to review the status of the accounts and the Association's investment strategy.

The committee will be comprised of at least three (3) members of the Board of Directors, including the President and the Treasurer. Members of the committee shall serve for a period of three (3) years from July 1, after the date of their appointment, with a limit of two (2) renewable terms. The Treasurer, as elected at the Annual Meeting, will serve as the Committee Chairman and shall be an Officer on the Board of Directors.

SECTION 3. Fundraising Committee

- i. The Fundraising Committee shall work to fundraise on behalf of the Association's financial accounts.

The committee will be comprised of at least three (3) members of the Board of Directors and Membership, including the President and the Vice President. Members of the committee shall serve for a period of three (3) years from July 1, after the date of their appointment, with a limit of two (2) renewable terms. The Vice President, as elected at the Annual Meeting, will serve as the Committee Chairman and shall be an Officer on the Board of Directors.

SECTION 4. Rock Garden Committee

- i. The Rock Garden Committee shall work with the School to oversee the upkeep, preservation and maintenance of the Rock Garden.

The committee will be comprised of at least three (3) members of the Board of Directors and Membership, including the President and the Vice President. Members of the committee shall serve for a period of three (3) years from

July 1, after the date of their appointment, with a limit of two (2) renewable terms. The President shall appoint the Committee Chairman.

SECTION 5. Reunion Weekend Committee

- i. The Reunion Weekend Committee shall work with the School to plan, coordinate, and execute the annual Reunion Weekend.

The committee will be comprised of at least three (3) members of the Board of Directors and Membership, including the President and the Vice President, a representative from each of the class celebrating its tenth (10th) reunion and fiftieth (50th) reunion. Members of the committee who are not class representatives shall serve for a period of three (3) years from July 1, after the date of their appointment, with a limit of two (2) renewable terms. Members of the committee who are class representatives shall serve for only the year preceding and until their Reunion Weekend. The President shall appoint the Committee Chairman.

SECTION 6. Special Committees

- i. The President shall appoint special committees as she deems necessary and shall establish the size and charge to any such committee. Such committee shall report to the Board of Directors for approval of actions, and no material action may be taken without prior consent of the Board of Directors. The President shall periodically review the need to continue or discharge a special committee and shall continue or discharge such committee as needed.

Members of the special committees may be from the Board and/or Membership as deemed appropriate by the President.

Article 8

ALUMNAE INTERESTS

SECTION 1. Archives

- i. Linden Hall School for Girls owns the Archives of the School, including but not limited to the student Needlepoint collection, the Linden Hall Echo Literary Magazine, Linden Hall antiques, and photos, which are all insured under the

School's Property insurance policy. The collection, preservation, cataloging, and display of the Archives is maintained by the Association. Archives may not be sold, destroyed, or otherwise mishandled without the approval of the Board of Directors.

SECTION 2. Rock Garden

- ii. The Association and the School will oversee the upkeep, preservation and maintenance of the Rock Garden. The Rock Garden may not be repurposed, destroyed, or otherwise mishandled without the approval of the Membership.

SECTION 3. Alumnae House

- i. The School owns, maintains, and insures under the School's Property insurance policy, the Alumnae House but recognizes that the house was built with Alumnae funds for Alumnae use. As such, the Alumnae will approve the use of the house for the upcoming fiscal year at the Spring Board Meeting. The Alumnae House may not be sold, repurposed, destroyed, or otherwise mishandled without the approval of the Membership.

Article 9

ELECTIONS AND TERMS OF OFFICE

SECTION 1. Officers

- i. The President, Vice President, Secretary and Treasurer of the Association shall be elected by a majority vote of Members at the Annual Meeting beginning in 1979 and triennially thereafter. They shall serve as a Director for a three (3) year term with a limit of two (2) renewable terms.

SECTION 2. Directors

- i. All Directors (Non-Officers) shall serve terms as follows:
 - a **Members- at- large** shall be elected by the Active Members at the Annual Meeting beginning in 1979 and triennially thereafter. They shall serve for a three (3) year term and may serve two (2) consecutive terms or multiple nonconsecutive terms. If a Director is elected to serve as an Officer, the three (3) year term of the Officer's position may be appended to the time served as a Director.

- b The immediate past President shall continue to serve as an **Ex Officio Director** for a period of one (1) year after leaving office.

SECTION 3. Term

- i. Officers and Directors elected at the Annual Meeting will attend any subsequent Board Meetings as officers-elect upon election and as Officers and Directors after July 1.

SECTION 4. Written Nominations

- i. Nominations for each committee position to be filled at the Annual Meeting shall be solicited from the Membership via electronic mail at least three (3) weeks prior to the Annual Meeting. The nominations shall be filed in writing with the President who shall direct publication of the nominations to the Membership via electronic mail seven (7) days prior to the Annual Meeting.
- ii. Nominations filed pursuant to clause (i), above, shall include the name, class year and a photograph of the nominee, confirmation that the nominee is aware and consents to the nomination, and several sentences explaining why the nominee should be elected to the relevant position. Self-nominations using the form attached as Appendix C are permitted.

SECTION 5. Election Procedure

- i. Voting will occur in-person at the Annual Meeting for those Members physically present at the Annual Meeting. Voting will occur via an online form distributed via electronic mail for those Members that are not physically present at the Annual Meeting during the week prior to the Annual Meeting.
- ii. If only one candidate has been nominated for an office, the President shall direct the Secretary to cast a ballot in favor of the candidate at the Annual Meeting.
- iii. If more than one nomination has been made, the Secretary shall prepare and distribute ballots for an election pursuant to the procedures specified in clause (i), above.

SECTION 6. Special Appointments

- i. As the President deems necessary in her reasonable discretion, the President may appoint Officers to serve in an interim capacity until the upcoming Annual Meeting, at which point the procedures described above shall be implemented.

Article 10

MEETINGS AND ATTENDANCE

SECTION 1. Annual Meeting

- i. The specific time and date of the Annual Meeting will be determined by the Board of Directors and publicized to the members in a timely manner. At the Annual Meeting, the Board of Directors shall report to the members on its activities since the previous Annual Meeting. The President shall conduct the election of officers, if scheduled, and conduct such other business as has been publicized in the call of the meeting. The Treasurer will report a financial summary of all Alumnae Accounts at the Annual Meeting.

SECTION 2. Special Meetings

- i. Special Meetings of the Members shall be held upon the request of the President or the majority of the Board of Directors or upon the petition of fifty (50) members of the Association. The President shall determine the time and place of the meeting which shall be within ninety days of the date of request or petition. Members shall be sent not less than two notices of the special meeting at least four (4) and two (2) weeks respectively prior to the date of the meeting. Only that business stated and specified in the calls for these special meetings shall be conducted.

SECTION 3. Board Meetings

- i. A minimum of two regular meetings of the Board of Directors shall be held each fiscal year, one in the Spring and one in the Fall, at a time agreed upon by the majority of the members of the Board. Special Meetings of the Board shall be held upon the request of the President or any three members of the Board of Directors.

SECTION 4. Attendance

- i. Attendance at the Board of Directors meetings whether in person or via conference call is required. Failure to attend three (3) consecutive meetings will result in dismissal from the Board.

SECTION 5. Quorum

- i. At any meeting of the Association, regularly and properly called, those active members present shall constitute a quorum.

Article 11

PROCEDURES

SECTION 1. Parliamentary Authority

- i. All proceedings of the Board of Directors, meetings of the members and meetings of the committees shall be governed by Roberts Rules of Order, unless otherwise designated in the Bylaws. The interpretations and decisions of the parliamentarian shall be final and conclusive.

SECTION 2. Amendments

- i. Bylaws may be amended by a two-thirds (2/3) vote of the members who are present at any regularly called meeting of the Association, provided that the amendment has been submitted to the membership at least three weeks prior to the meeting.

SECTION 3. Review of the Bylaws

- i. Bylaws must be fully reviewed at six (6) year intervals, commencing with the adoption year, 1957. Such review shall be conducted as determined by the Board of Directors.

Article 12

ALUMNAE LIAISON TO SCHOOL BOARD OF TRUSTEES

SECTION 1. Appointment of the Alumnae Liaison

- i. So long as it is permitted to do so pursuant to its bylaws, the School's Board of Trustees shall appoint a member of such Board of Trustees to serve as its Alumnae Liaison.
- ii. In the event that the School's Board of Trustees appoints an individual currently serving as a Director of the Association to serve concurrently as the Alumnae Liaison, such individual shall either decline the Board of Trustees' appointment or resign from their directorship in the Association.

SECTION 2. Duties of the Alumnae Liaison

- i. The Alumnae Liaison shall owe fiduciary duties to the School's Board of Trustees.

- ii. The Alumnae Liaison shall not be permitted to vote as a Director with respect to matters of the Association. The Alumnae Liaison shall be permitted to vote as a Member with respect to matters of the Association.
- iii. In addition to the requirements of the School's Board of Trustees, the Alumnae Liaison shall attend meetings of the Association Membership or Directors at the invitation of the President.
- iv. The Alumnae Liaison shall provide timely, relevant updates from the School's Board of Trustees to the Association following each meeting of the School's Board of Trustees. At the election of the President, such updates shall take the form of either oral updates at an Association Board of Directors meeting or electronic mail communications to the Officers.
- v. The Alumnae Liaison shall provide timely, relevant updates from the Association to the School's Board of Trustees following each meeting of the Association. The Alumnae Liaison shall circulate such draft updates via email to the President for approval at least five (5) days before providing the updates to the School's Board of Trustees.

Appendix A

The Linden Hall Alumnae Association was organized by Alumnae on June 18, 1891 and became incorporated in Pennsylvania on March 15, 1957. The Linden Hall Alumnae Association is a registered 501 (c) 3 organization within the State of Pennsylvania as of 1978. While working closely with Linden Hall, The Association is a separate entity, governed by separate Bylaws to connect, enhance, and honor the lives of Linden Hall Alumnae and Students. Through the elections of a Board that consists of a President, Vice President, Recording/Corresponding Secretary, and Treasurer, the Linden Hall Alumnae Association continues to work towards their goals, under leadership and direction of their elected Board. This leadership initiative includes the stewardship of the Brickenstein Scholarship Fund, which is held under the guardianship of the Linden Hall Alumnae Association.

Appendix B

Herman A. Brickenstein Scholarship

Principal 1873-1892

The Brickenstein Scholarship was established, after his death in 1895, by the Alumnae Association “in appreciation for all his labor among us”. Donations from the Alumnae in the first year totaled \$123. \$5000 was estimated to be needed to fund one student for one year. That goal was not reached until 1906. The 1907-1908 Catalogue announced the Scholarship for the first time. The Scholarship is awarded to:

1. Daughter/Granddaughter of an Alumnae
2. Daughter of a Moravian Minister
3. Any girl worthy of schooling

Appendix C



Alumnae Association Self-Nomination Form

Thank you for your interest in serving on the Linden Hall Alumnae Association Committee. While all alumnae who were regularly enrolled and completed at least one semester are members of the Alumnae Association, this committee meets between **X to Y** times a year to oversee alumnae activities and interests, act as a fiduciary of Alumnae Association Funds, plan events, activities, and communications with the purpose of supporting and upholding the mission of the Association and Linden Hall. Please complete this self-nomination form by **(date)**. We have limited positions to fill, but all applications will be reviewed for consideration to serve.

Name

Address

Phone Number

Email Address

Linden Hall Graduation Year

Occupation (if retired, what you previously did at work or home)

Are you currently a member of the Linden Hall Alumnae Facebook Group?

Have you recently participated in a Linden Hall alumnae event? If so, what event and when?

Our Board focuses on **Finance, Outreach, Alumnae Interests (archives, Rock Garden, Brickenstein Scholarship, etc)**. Where do you feel you can add the most expertise and why?

Do you have experience as a member on other Boards or Committees? If yes, please describe your role.

List any interests, qualifications, or skills that you find applicable to a Linden Hall Alumnae Association Committee member position.

In what ways do you think you can help the Alumnae Association improve?

Revision History

Date	Status	Owner
April 1999	Amended	Linden Hall Alumnae Association
August 2016	Amended	Linden Hall Alumnae Association
September 2021	Amended	Linden Hall Alumnae Association
June 2024	Amended	Linden Hall Alumnae Association