

BY-LAWS OF THE ROLAND PARK COUNTRY SCHOOL ALUMNAE ASSOCIATION

ARTICLE I Name

The name of the organization shall be The Roland Park Country School Alumnae Association, hereinafter referred to as the "Association".

ARTICLE II Object

The object of the organization shall be to maintain alumnae interest in and support of the Roland Park Country School. The Association exists at the will of the RPCS Board of Trustees. Should the School or the Board of Trustees cease to exist for any reason, the Association may choose to re-establish as a separate business entity.

The Alumnae Board will help extend Roland Park Country School's connections with alumnae and other friends of RPCS through community-building and engaging with alumnae. The Alumnae Board will work to increase the School's visibility and will explore ways to reinforce the sense of RPCS community and shared values that characterize RPCS alumnae "through all these years."

ARTICLE III Membership

All graduates and former students of the School shall be voting members of the Association, unless the Association has been notified otherwise.

ARTICLE IV Dues

No payment of dues is required.

ARTICLE V Government

- Section 1. Alumnae Board
- a. The governing of the Association shall be vested in the Alumnae Board, hereinafter referred to as the "Board".
 - b. The Board is comprised of the Executive Committee and appointed members at-large. The overall Board shall comprise of a minimum of 25 members.
 - c. Any member of the Association shall be eligible for membership on the Board with priority given to graduates.
 - d. All members of the Board are required to agree to and sign the current Code of Conduct Statement and the Conflict of Interest Policy as required by the RPCS Board of Trustees.
 - e. The Board shall vote to approve new members to the Board based on the recommendations of the Nominating Committee.
 - f. Any member of the Association can submit names of candidates to the Nominating Committee for Board membership.
 - g. All Board members shall serve no more than three consecutive two-year terms, for a total of six years. They are eligible to rejoin after being off the Board for a year.
 - h. Removal of Members (See ARTICLE XII)
- Section 2. Officers
- The elected officers of the Association shall be: President, President-elect (to be elected in the second year of the President's two-year term of office), 1st Vice-President, 2nd Vice-President, Recording Secretary, Corresponding Secretary, Treasurer and Development Chair.
- Section 3. The Executive Committee
- a. The Executive Committee shall be composed of the officers of the Association.
 - b. All members of the Executive Committee shall be graduates of the School.

The Committee shall act as a steering committee and shall direct the business of the Board for the benefit of the membership.

- c. A majority of the members of the committee shall constitute a quorum.
- d. An alumna who is also an employee of the School cannot serve as President of the Alumnae Board as it is a conflict of interest for the School.
- e. A “non-local” Board member (as designated by the Nominating Committee) cannot serve as President of the Alumnae Board as in-person duties are regularly required.
- f. Non-local Board members or alumnae serving on the Alumnae Board who are also employees, may not serve as 1st or 2nd Vice President either, as it states in ARTICLE VI, Duties of Officers: they shall, in the absence of the President, perform the duties of the President.

Section 4. Elected Positions – Non-Officers

The Alumnae Parent Liaison shall be a current alumna and parent nominated by the Nominating Committee to serve on both the Alumnae Board and the Parents’ Association. The Alumnae Parent Liaison shall attend all meetings for both and share updates. In the absence of a dual current alumna parent, the responsibility falls to the role of the 1st VP.

ARTICLE VI
Duties of Officers

Section 1. The President shall be the principal officer of the Association; shall preside at all meetings of the Association, the Executive Committee, and the Board; shall be ex-officio member of each committee except the Nominating Committee; shall serve as the Alumnae Representative on the Board of Trustees of the School and attend and provide a written report for all Board of Trustees meetings; shall send a year-end report through the Alumnae Office to the Membership. Must have served one Executive term.

Section 2. The President-elect shall attend the meetings of the Board; and shall work with the President in preparation for her two-year term; shall be an ex-officio member of each committee except the Nominating Committee; and shall, in the absence of the President, perform the duties of the President. Must have served one Executive term.

Section 3. The 1st Vice-President shall, in the absence of the President (in years where there is no President-elect), perform the duties of the President. The 1st Vice-President shall oversee the governance committee. Must have served one Executive term.

Section 4. The 2nd Vice-President shall oversee Board events with the committee chairs reporting directly to her. The 2nd Vice-President shall serve as Recording Secretary in the absence of the Recording Secretary.

Section 5. The Corresponding Secretary shall be responsible for special occasions and personal events correspondence relating to the Membership; shall perform all other duties incident to the office of Corresponding Secretary.

Section 6. The Recording Secretary shall keep the minutes of all meetings of the Association, the Executive Committee, and Board; shall perform all other duties incident to the office of Recording Secretary.

Section 7. The Treasurer shall serve as a liaison to the School's Alumnae and Business Offices and shall perform duties incident to the office of Treasurer, including monthly reports at all Alumnae Board and Executive Committee Meetings, and such other duties as from time to time assigned by the President, the Executive Committee, or the Alumnae Office.

Section 8. The Development Committee Chair shall be a strong advocate for alumnae participation in the Annual Giving Program; shall make a gift or pledge to The Fund for Roland Park Country School (amount according to individual means); shall help draft and sign solicitation letters to all alumnae; shall send personal emails and notes as time permits; shall help recognize and thank donors and volunteers; and shall attend Annual Fund events/meetings as available.

Section 9. The President Ex-Officio shall serve a one-year term on the Alumnae Board following her term as President and may not be a member of the Executive Committee during that year.

ARTICLE VII
Meetings

Section 1. General meetings of the Board will typically take place 5 times per year (e.g., in the months of

September, November, January, March, and May). An election meeting may be held in April after the Nominating Committee convenes in order for them to propose the upcoming Slate of Officers.

- Section 2. Executive Committee meetings of the Board will take place the hour prior to each full Alumnae Board Meeting. If a conflict should arise, the time will be agreed upon by the members of the Executive Committee.
- Section 3. Attendance (see ARTICLE XII)
- Section 4. Information regarding the election of officers, amendments to the By-laws, and any special Alumnae business will be disseminated at the end of the School year as needed.
- Section 5. Additional meetings may be called by the President of the Alumnae Board, the Head of School, the President of the Board of Trustees or the Director of Alumnae Relations.

ARTICLE VIII Nominations and Elections of Officers

- Section 1. The Nominating Committee shall consist of five Board members. The President shall designate the Chair, who shall not be a member of the Executive Committee. The Board shall elect the members of the Nominating Committee. One from the Executive Committee and four from the Board. Of those four non-Executive Committee members, the President shall designate the Chair. Neither the President nor the President-elect shall serve as members of the Nominating Committee. The Director of Alumnae Relations shall participate in an advisory, non-voting role.
- Section 2. The Nominating Committee shall prepare a list of nominees for the slate of officers, the nominees for consideration as new members, and a list of committee chairs and committees.
- Section 3. The Nominating Chair shall obtain the consent of the nominees for consideration as new members.
- Section 4. Once approved by the Alumnae Board, the Slate shall be disseminated electronically to all members of the Association by the Director of Alumnae Relations in May.
- Section 5. In the event of a vacancy(ies), the President shall present the name(s) of the alternate Board member(s) to the Alumnae Board for review and approval.

ARTICLE IX Terms of Office

- Section 1. The President shall be selected for a two-year term of office or until a successor has been duly elected and qualifies.
- Section 2. The Treasurer shall be elected for a two-year term of office or until her successor has been duly elected and qualifies.
- Section 3. The President-elect shall be elected for a one-year term immediately preceding term as President.
- Section 4. The 1st Vice-President, 2nd Vice-President, Corresponding Secretary, Recording Secretary, and Development Chair shall be elected for a one-year term.
- Section 5. These officers may not succeed themselves.

ARTICLE X Committees

- Section 1. Committees shall be created by the Executive Committee to perform such duties as requested by the President.
- Section 2. The President and the Nominating Chair in consultation with the Alumnae Office shall approve the Chairs of the committees put forth by the Nominating Committee.
- Section 3. All committee appointments shall be for the term of one-year.

Section 4. The President and President-elect shall be ex-officio members of all committees except the Nominating Committee.

ARTICLE XI Vacancies

A letter of resignation is required for any member who wishes to resign from the Board prior to completion of their term. In the event that a Board Member resigns, dies, or is removed, vacancies or a new office may be filled and created by a vote of 2/3 membership of the Alumnae Board at a subsequent meeting. Until such a vote occurs, the 1st or 2nd Vice President assumes the duties of the vacant office.

ARTICLE XII Removal of members

Alumnae Board members cannot not miss more than one Board meeting each year. Habitual absences will result in removal. The Executive Committee in consultation with the Alumnae Office will determine the extenuating circumstances.

The Executive Committee reserves the right to recommend expulsion if a member's conduct rises to the level of inappropriateness in violation of the Code of Conduct Statement or the Conflict of Interest Policy set forth by the Board of Trustees. A special process within the Alumnae Board will take place in consultation with the Executive Committee, the Alumnae Office and the Head of School. The situation will then be discussed by the Executive Committee, brought in front of the entire board and the appropriate consequence decided upon by the Executive Committee.

ARTICLE XIII Amendments

These By-Laws may be amended by a vote of all Board members provided that a copy of any proposed changes to these By-Laws shall have been sent to the members of the Association no less than five days prior to the vote. The Board may take all such action, including, but not limited to changing practices, procedures and terms of office, as may be necessary to implement and give full force and effect to any amendment made pursuant to this article. Any concerns of Association members shall be presented to the Board for consideration.

ARTICLE XIV Fiscal year

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

ARTICLE XV Parliamentary authority

The rules contained in the current edition of Robert's Rules of Order, Newly Revised shall govern the Association in all cases to which they are applicable, and, in all cases to which they are not consistent with these By-Laws and any specific rules of order the Association may adopt by amendment to these By-Laws.

ARTICLE XVI Quorum

A quorum shall be defined as a simple majority of members of the Board, excluding emeritae members. All members of the Board except those who serve in an emerita or staff capacity are considered voting members.