

# **Trinity College Alumni Association Bylaws**

*Revisions and amendments adopted on June 16, 2022 by unanimous  
vote of the Executive Committee of the Trinity College Alumni Association*

## **Article 1—Name, Purpose, and Membership**

The name of this organization is the Trinity College Alumni Association (“Association”). The purpose and eligible membership of the Association are established by the Statutes of Trinity College.

## **Article 2— Voting Privileges**

Members of the Association (“Member” or “Members”) as defined by the Statutes of Trinity College have voting privileges.

## **Article 3 - Associate Membership**

The Association may create a class of members to be known as Associate Members. Associate Members may include surviving spouses of Members, parents of present and former students, or other friends of the College. Associate Members do not have voting privileges.

## **Article 4—Executive Committee**

The affairs of the Association are managed by an Executive Committee. These Bylaws include provisions concerning the membership, features, powers and prerogatives, and responsibilities of the Executive Committee.

### Section 4.1 – Executive Committee Membership

(A) The Executive Committee shall consist of up to twenty-one members of the Association elected by the Association provided that the total number of elected members be evenly divisible by three and each class of expiring first terms be approximately equal, plus as many as five additional members appointed as described below:

(i) a member of the faculty of the College, designated by the President of the College or his/her designee in his/her discretion who will serve at the pleasure of the President. The Association prefers that the faculty member designated hold a Trinity undergraduate degree;

(ii) at the discretion of the Executive Committee, the current President of the Student Government Association of the College during tenure in that office;

(iii) at the discretion of the Executive Committee, the person elected by each graduating class to serve, as of graduation, as President of that class. Members appointed under this provision will serve a three-year term on the Executive Committee although their tenure as president of their alumni class may be of a different duration. At expiration of their

Executive Committee appointment under this provision, members so appointed are not eligible to be elected to a term until no less than five years after conclusion of their appointed term. A member appointed under this provision who is later elected to the Executive Committee will be eligible for election to two consecutive terms.

(B) Elected and appointed members of the Executive Committee hold full voting privileges.

(C) A member of the Executive Committee, however elected or appointed, may be removed by a vote of two-thirds of the whole number of members of the Executive Committee.

Section 4.4 (E), below, governs automatic resignation and removal of a member who misses two Executive Committee meetings during any twenty-four consecutive month period without being excused.

(D) If the Executive Committee determines that an enlarged body is warranted, it may authorize a total membership not exceeding thirty elected members provided that the total number of elected members be evenly divisible by three and each class of expiring first terms be approximately equal.

(E) The Executive Committee may from time to time designate the date on which terms of Executive Committee membership and Association officer terms start and end.

#### Section 4.2—Election and Term

(A) Candidates for election to the Executive Committee shall be proposed by the Nominating Committee to the Executive Committee for endorsement as candidates to be presented to the Association for election. Executive Committee members will be elected by majority vote of the Association at a meeting duly called by the Executive Committee for that and any other purpose.

(B) Elected Executive Committee members serve for a term of three years.

(C) Elected Executive Committee members are eligible for re-election to one three-year term immediately following an initial term. If elected to a second consecutive term, an Executive Committee member shall not be eligible for election to a third term until no less than five years after conclusion of their second term.

(D) In the event of a vacancy among the elected members of the Executive Committee, the Nominating Committee may propose to the Executive Committee for election by a majority vote a successor to serve for the balance of the term.

#### Section 4.3—Powers and Duties

The Executive Committee governs the Association and exercises all powers of the Association except election of Executive Committee members. These powers include but are not limited to:

- (i) Manage and conduct the general business of the Association;
- (ii) Encourage communications among the Alumni, between the Alumni and the College, and between Alumni and all other members of the College community;

(iii) Develop and/or support alumni programs and alumni knowledge of and participation in life at the College;

(iv) Undertake other activities consistent with the Statutes of Trinity College and other regulations and policies of the Trustees of Trinity College and these Bylaws that the Executive Committee deems of value to the College and its alumni or that may be proposed by the College.

#### Section 4.4 – Meetings of the Executive Committee

(A) Regular meetings of the Executive Committee, conducted in person or by video and audio conferencing or both, may be held at such date, time, and place as the Executive Committee may determine, using best efforts to provide reasonable notice to Executive Committee members in advance of any such meeting.

(B) The Executive Committee shall conduct at least three regular meetings a year.

(C) A Special Meeting of the Executive Committee may be held upon the call of the President, or upon a request in writing submitted to the President and Vice President by at least five members of the Executive Committee stating the need for a Special Meeting. Notice of the date, time and place of any Special Meeting of the Executive Committee shall be given to each member in a manner and with advance notice consistent with the practice for regularly scheduled meetings.

(D) Members of the Executive Committee are expected to attend all meetings. Members may be excused from attendance by the President or Vice President.

(E) An Executive Committee member, however elected or appointed, who misses two Executive Committee meetings in any twenty-four consecutive month period without being excused by the President or Vice President will be deemed to have resigned and will be dropped from Executive Committee membership.

(F) Members of the Executive Committee participating in a meeting of the Executive Committee or any constituent body by means of video or audio conference will be deemed to be in attendance.

(G) The presence of at least one-half of the total members of the Executive Committee shall constitute a quorum.

(H) All questions shall be decided by a vote of a majority of the members present at any meeting of the Executive Committee at which a quorum is present, unless otherwise provided in these Bylaws.

(I) The Director of Alumni Relations or a designee is welcome and is expected to attend all Executive Committee meetings in a non-voting capacity and to speak, advise, and contribute to deliberations without constraint. The Director of Alumni Relations or a designee is also invited to attend and take part on these terms in any meeting of a constituent body formed under these Bylaws.

#### Section 4.5 - Action by Written Consent of Executive Committee Members

Any action required or permitted to be taken by the Executive Committee or any constituent body thereof may be taken without a meeting if three-fourths of the members of the Executive Committee or such constituent body consent in writing or to the adoption of a resolution authorizing such action. Each resolution so adopted and the written or electronic consent thereto by members of the Executive Committee or such constituent body shall be filed with the minutes of the proceedings of the Executive Committee or such constituent body.

### **Article 5 – Officers of the Trinity College Alumni Association**

#### Section 5.1 - Officers and Terms

(A) The officers of the Association are President, Vice President, Secretary, and Immediate Past President. The President, Vice President, and Secretary shall be nominated by the Nominating Committee from among Executive Committee members elected to a second term.

(B) The President, Vice President, and Secretary shall be elected to serve for one year in the designated officer position by majority vote of the members of the Executive Committee.

(C) These Bylaws anticipate that each member nominated to be Secretary will be considered suitable to serve as President after one year in the Secretary role followed by one year serving as Vice President; and, consistent with this expectation, these Bylaws anticipate the Secretary and Vice President will each be nominated for election to move up one position after a term in the next lower office.

#### Section 5.2 - Powers and Duties

The powers and duties of the officers are described below.

(A) The President:

- (i) presides at meetings of the Association and Executive Committee;
- (ii) is responsible for effective administration and leadership of the Association and performing all duties incident to that office;
- (iii) chairs the Executive Committee and the Steering Committee;
- (iv) serves as a member of the Nominating Committee and as an ex officio member of all constituent bodies;
- (v) after consultation and in coordination with the Steering Committee, appoints the membership and chairs of all constituent bodies; and,
- (vi) may represent the Association whenever invited at meetings of the Trustees of Trinity College and College events such as matriculation, graduation and reunions.

(B) The Vice President:

- (i) assists the President in the performance of his/her duties;
- (ii) performs the duties of and exercise powers and prerogatives incident to the office of the President when requested by the President, in the absence of the President or during any inability of the President to serve;
- (iii) serves as the chief liaison to chairs of all constituent bodies and coordinator of the work of all constituent bodies and serves as an ex officio member of any constituent body to which they are not appointed by these Bylaws or otherwise;
- (iv) serves as a member of the Steering Committee;
- (v) performs such other duties as the President may direct; and,
- (vi) prepares to succeed the President.

(C) The Secretary:

- (i) keeps minutes and other records of the Executive Committee and the Association, and distributes to the Executive Committee and/or the Association, as appropriate, minutes of each regularly scheduled or special meeting of the Executive Committee or Association within ten days after the meeting;
- (ii) provides to the Executive Committee or Association, as appropriate, notice of all meetings of the Association and of the full Executive Committee;
- (iii) serves as a member of the Steering Committee,
- (iv) prepares to succeed the Vice President; and,
- (v) performs such other duties as the President may request.

(D) The Immediate Past President:

- (i) upon invitation of the Trustees of Trinity College, serves as an ex-officio member of that body and,
- (ii) serves as chair and a voting member of the Nominating Committee.

(E) In the event an Immediate Past President is unable or not available to serve as an invited ex-officio member of the Trustees of Trinity College, the Executive Committee may designate another member to serve, subject to approval by and invitation of the Trustees.

## **Article 6—Constituent Bodies of the Executive Committee**

Standing committees include the Nominating Committee, the Awards Committee, the Steering Committee, and the Long-Range Planning Committee. As described above, the Director of Alumni Relations or a designee is welcome and expected to participate in and contribute to any constituent body.

Four permanent standing committees are described in articles below. The Steering Committee may create and maintain additional constituent bodies such as standing or ad hoc committees, subcommittees, working groups and the like to conduct any work of the Association.

The President, in consultation with the Steering Committee, appoints the chair of each constituent body except the Steering Committee and the Nominating Committee, chairs of which are specified in these Bylaws.

A member of the Association not serving on the Executive Committee may be appointed as a voting member of a constituent body.

## **Article 7 - Steering Committee of the Executive Committee**

(A) The Steering Committee is chaired by the President and includes the Vice President, the Secretary, and the chairs of standing committees.

(B) The Executive Committee may choose to create as many as two additional Steering Committee seats. If established, these seats will be filled through election by a majority of the Executive Committee. Only members in their second term not chairing a standing committee will be eligible for election to such a seat.

(C) In addition to duties and prerogatives described in these Bylaws, the Steering Committee is responsible for the Executive Committee's diversity, equity, and inclusion action plan; monitoring progress in achieving objectives of the long-range plan; and serving as the senior advisor to the President regarding major decisions and actions and appointment of members and chairs of all constituent bodies.

(D) The Vice Chair of the Nominating Committee, at any time that post is active and filled, may represent the Nominating Committee on the Steering Committee, if so designated by the President or Immediate Past President.

## **Article 8 – Nominating Committee of the Executive Committee**

(A) The Nominating Committee is chaired by the Immediate Past President who is a voting member.

(B) The Nominating Committee is comprised of its chair, the President as an ex officio voting member, and six members serving staggered two-year terms. No more than two members of the Nominating Committee may be serving their first term on the Executive Committee.

(C) No member of the Executive Committee other than the President or Immediate Past President may serve more than one two-year term on the Nominating Committee.

(D) In the event an Immediate Past President is unable or not available to serve as chair, the President in consultation and coordination with the Steering Committee, may add an additional member, the Vice Chair, to act as chair of the committee.

(E) The Nominating Committee is responsible for making nominations for the following positions:

- President of the Association
- Vice President of the Association
- Secretary of the Association
- Elected members of the Steering Committee
- Elected members of the Executive Committee
- Other Executive Committee offices which may be created.

(F) When compiling a slate of candidates for endorsement by the Executive Committee for election to that body, the Nominating Committee will use its best efforts to solicit potential nominations from local Trinity alumni clubs and other Trinity alumni organizations, programs, or activities identified by the Director of Alumni Relations to ensure representation on the Executive Committee of a cross section of class years, geography, experience and involvement in alumni activities, and other affinities or interests represented within the Association.

(G) In January or February of each year, the Nominating Committee shall present to the Executive Committee a list of anticipated vacancies on the Executive Committee during that year and a plan to be approved by the Executive Committee for identifying and recruiting candidates that is intended to achieve and maintain representation on the Executive Committee of a cross section of class years, geography, experience and involvement in alumni activities, and other affinities and interests represented within the Association.

#### **Article 9 - Awards Committee of the Executive Committee**

(A) The Awards Committee is chaired by an Executive Committee member serving their second term.

(B) The committee is comprised of five members of the Executive Committee including the chair.

(C) In appointing members to the Awards Committee, the President and Steering Committee shall consider the individual's knowledge of alumni volunteers broadly and the priorities of the Association.

(D) The Awards Committee is responsible for recommending for Executive Committee approval recipients of awards distributed by the Association. In considering candidates and making recommendations, the Awards Committee is expected to consult with the Director of Alumni Relations, Trustees, and Annual Fund staff and volunteer leaders, and presidents of local Alumni clubs.

## **Article 10 – Long-Range Plan & Long-Range Plan Committee of the Executive Committee**

(A) The Executive Committee will develop, monitor, revise, and maintain a plan identifying priorities and objectives for the work of the Executive Committee that encompasses a rolling five-year period. Each plan and its revisions should be developed in close consultation and cooperation with the Director of Alumni Relations to ensure, among other objectives, that plans match College resources available to support them. Developing and monitoring this plan, proposing new plans, or proposing annual revisions, if deemed advisable, is assigned to the Long-Range Plan Committee. Each five-year plan and significant revisions to it will be submitted to the Executive Committee for approval.

(B) The Long-Range Plan Committee is comprised of the President, Vice President, and Secretary of the Association and at least three but not more than five Executive Committee members.

(C) The chair of the Long-Range Plan Committee will be selected from among Executive Committee members who are not officers or chairs of another permanent standing committee and will serve as chair for a single three-year term.

## **Article 11 - Annual Meeting of the Trinity College Alumni Association**

(A) An annual meeting of the Association for the purpose of transacting business requiring approval of Members shall be held in a virtual format or mixed in-person and virtual format at such time and date the Executive Committee may establish.

(B) The Association, with assistance from the College if available, is expected to provide for electronic participation and voting at all Annual or Special Meetings of the Association.

(C) The Association membership shall be notified of the time and place of the Annual Meeting and major agenda items including nominations not less than thirty (30) days prior to such meeting.

(D) Special Meetings of the Association may be called at any time by the Executive Committee with as much advance notice to Association membership of the time and place of the special meeting and major agenda items as is reasonable under circumstances then present.

## **Article 12 - Amendments**

(A) These By-Laws may be amended by:

(a) majority vote of the Association at an Annual Meeting or at a Special Meeting called for the purpose: or,

(b) by a three-fourths vote of the members of the Executive Committee.

(B) If amended by the Executive Committee, members of the Association shall be notified of amendment(s) in writing in the form of a narrative description of the amendment(s) accompanied by appropriate text within ninety days of adoption of an amendment.



(C) For the purposes of this article, “in writing” shall include, but not be limited to notification by:

- (i) electronic mail,
- (ii) by a College publication or mailing to Alumni: or,
- (iii) on the official website of the College.

(D) Any amendment adopted under this article by a three-fourths vote of the Executive Committee must be submitted to a vote at the next Annual Meeting if twenty or more members of the Association submit a written request for such a vote no later than sixty days before such Annual Meeting.

(E) These By-Laws shall be reviewed at least once every five years by a temporary subcommittee of the Executive Committee established by the Steering Committee for that purpose.

### **Article 13 - Invited Guests**

As presiding officer of the Executive Committee, the President may invite guests to attend any meeting as non-voting participants. A president, chair, or other person serving as the principal officer or organizer of a Trinity local alumni club or other alumni organization may submit a request to the President or Vice President that he/she or a designee be invited to attend a meeting of the Executive Committee to make a report or proposal, observe, or participate in discussion but not vote. Whenever feasible, such requests for invitation, if made in time to be included in notice to the Executive Committee of the meeting, should be approved.

### **Article 14 – Titles and Names**

References to College offices and titles of administrators and student organizations and officeholders in these Bylaws refer to names in use at the date of adoption. The Executive Committee retains the prerogative to recognize or accept under these Bylaws incumbents of these posts or functions even though the name of offices or organizations or job titles may change.

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