

BY-LAWS OF THE ALUMNAE ASSOCIATION OF H. SOPHIE NEWCOMB MEMORIAL COLLEGE

Amended October 31, 1986; August 1, 1989; September 15, 1989; January 28, 1995; April 17, 1999;
January 24, 2004; April 17, 2004; February 11, 2007; August 1, 2008; September 16, 2009;
October 5, 2009; July 24, 2010; February 15, 2011; June 16, 2011; August 27, 2012

ARTICLE I. NAME

The name of the corporation shall be the Alumnae Association of H. Sophie Newcomb Memorial College (hereinafter the “Alumnae Association”).

ARTICLE II. MISSION

The Newcomb Alumnae Association strengthens personal, collegiate and professional connections among its members. The Association honors the legacy of the H. Sophie Newcomb Memorial College by supporting undergraduate women's education at the Newcomb College Institute and Tulane University.

ARTICLE III. MEMBERS

SECTION 1. Composition of Membership.

The Alumnae Association shall be a membership corporation. Members of the Alumnae Association shall be:

- (a) All graduates of Newcomb College;
- (b) All non-graduates of Newcomb College who completed at least one semester in good standing;
- (c) All female graduates of Newcomb-Tulane College;
- (d) All female non-graduates of Newcomb-Tulane College who have completed at least one semester in good standing;
- (e) Honorary members as appointed by the Board of Directors.

SECTION 2. Voting Rights

All members of the Alumnae Association shall have equal voting rights, with the exception of honorary members, who shall not be eligible to vote, serve on the Board of Directors, or otherwise hold office.

ARTICLE IV. BOARD OF DIRECTORS

SECTION 1. Management

The management of the Association shall be vested in the Board of Directors, which shall have the power to act for the Association in all matters pertaining to the interest and well being of the Association.

SECTION 2. Number of Directors

The business of the Alumnae Association shall be managed by a Board of Directors. The number of Directors constituting the Board shall be not less than ten nor more than twenty-nine.

SECTION 3. Composition of the Board of Directors

The Board of Directors shall consist of the elected Executive Committee, the immediate past president (who shall serve as Nominating Committee Chair), and other such members appointed to it by the President. Newcomb alumnae who are current or former members of the Board of Administrators of the Tulane Educational Fund shall be non-voting, ex officio members of the Board of Directors. Past presidents of the Board of Directors shall be non-voting, ex officio members of said board. The Executive Director of the Newcomb College Institute shall be an invited guest at Board Meetings.

SECTION 4. Appointed Directors

The President shall appoint Directors. The President will strive to ensure that there is diversity on the board in terms of graduation years and geographical locations. Directors shall serve two-year terms. If a member's first meeting is the January or April meeting, their term shall expire on July 31st two years hence. If a member's first meeting is July or October/November, their term shall expire on December 31st two years hence.

SECTION 5. Terms of Office

Elected officers are confirmed for a two-year term beginning January 1. Officers and appointed directors are eligible for election or appointment to a second term consecutive with the first. At the end of the second consecutive term, an appointed director rotates off the board UNLESS she chooses to serve in an officer or committee chair position.

No member may hold the same officer or chair position for more than two consecutive two-year terms. No appointed director or elected officer may serve more than eight consecutive years.

SECTION 6. Meetings

The Board of Directors shall meet a minimum of four times each fiscal year. A minimum of three meetings will be held in New Orleans, LA. The remaining meetings may be held as conference calls or in a location other than New Orleans, LA. The Board may also meet at other times at the call of the President or upon the written request of three or more of its members. The President shall act as chair of all meetings and may request board action by mail, telephone, or online poll.

SECTION 7. Quorum

A majority of the members of the Board of Directors (specifically listed by office in Section 3 of this article) shall constitute a quorum at any meeting. Proxy voting shall only be allowed for a Board of Directors meeting. The proxy must be signed by the absent director, and given to a specified director. No director may hold more than one proxy at the meeting. The person giving the proxy must designate the specific agenda items on which the proxy may be voted and may instruct the proxy holder on how the proxy should be voted; the director giving the proxy may also grant voting discretion to the proxy holder. Notice of the identity of the proxy holder and the designated agenda items which will be voted upon (or notice of voting discretion) shall be given to the President and announced at the start of the meeting. In the event of a meeting via conference call, the proxy should be submitted to the President in a timely manner.

SECTION 8. Fiduciary Responsibility

All board members are expected to contribute annually to the Newcomb Alumnae Association or Tulane University according to their means.

SECTION 9. Emergency Action

The Executive Committee of the Board of Directors shall be empowered to act for the Board of Directors in emergencies provided that a majority of the officers concur at a meeting called for that purpose or by mail, telephone or online poll.

SECTION 10. Conference Calls

Any one or more members of the Board of Directors or any committee thereof may participate in a meeting of the Board of Directors or such committee by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time.

ARTICLE V. OFFICERS

SECTION 1. Executive Committee.

The officers of the Alumnae Association shall be a President, a Vice President for Alumnae, a Vice President for New Orleans, a Secretary, and a Treasurer (all of whom shall be members of the Alumnae Association). Together with the immediate Past President, these officers will form the Executive Committee. The President shall strive to appoint a Parliamentarian from the Board of Directors. Should a Parliamentarian be appointed, she will serve as a non-voting, ex officio member of the Executive Committee.

SECTION 2. President; Powers and Duties.

The President shall be elected by the members of the Alumnae Association at the annual meeting of members for a two-year term of office in accordance with the procedures set forth in Article XV, and

shall serve as a Director as set forth in Article IV. The President shall be the chief executive officer of the Alumnae Association and shall preside at meetings of the Alumnae Association and the Board of Directors; serve as Chairperson of the Executive Committee; be a member of all committees *ex officio* except the Nominating Committee; and appoint the chairs of all committees. She shall serve on the Newcomb Foundation Advisory Board of Trustees, the Newcomb College Institute Director's Advisory Council, as an *ex-officio* member of the Tulane Alumni Association, and on the President's Council. As President, she shall perform all other duties pertaining to her office.

SECTION 3. Vice-President for Alumnae; Powers and Duties

The Vice President for Alumnae shall be elected by the members of the Alumnae Association for a two-year term of office in the same year in which the President is elected in accordance with the procedures set forth in Article XV, and shall serve as a Director as set forth in Article IV. The Vice President for Alumnae shall perform such other duties as may be assigned to her by the President. In the absence of the President, the Vice President shall represent the Alumnae Association at administrative meetings. If the office of President becomes vacant, the Vice President for Alumnae will be asked to assume the duties of President, unless and until such vacancy is filled as set forth in Article XVII. The Vice President for Alumnae shall oversee the committees related to alumnae programming. Further, she shall provide a written report to the President and the Alumnae Director prior to each meeting of the Board of Directors.

SECTION 4. Vice President for New Orleans; Powers and Duties

The Vice President for New Orleans shall be elected by the members of the Alumnae Association for a two-year term of office in the year following the one in which the President is elected in accordance with the procedures set forth in Article XV, and shall serve as a Director as set forth in Article IV. The Vice President shall perform such other duties as may be assigned to her by the President. The Vice President shall oversee all committees related to New Orleans and in cooperation with the Newcomb Alumnae Office, shall serve as a liaison with Newcomb Student Programs Office. Further, she shall provide a written report to the President and the Alumnae Director prior to each meeting of the Board of Directors.

SECTION 5. Treasurer; Powers and Duties

The Treasurer shall be elected by the members of the Alumnae Association for a two-year term of office in the year following the one in which the President is elected in accordance with the procedures set forth in Article XV, and shall serve as a Director as set forth in Article IV. The Treasurer shall oversee the management of Alumnae Association funds and the Development Committee. If it should be necessary to create an ad hoc Finance Committee of the Alumnae Association, the Treasurer shall serve on such committee. Further, she shall provide a written report to the President and the Alumnae Director prior to each meeting of the Board of Directors.

SECTION 6. Secretary; Powers and Duties

The Secretary shall be elected by the members of the Alumnae Association for a two-year term of office in the year in which the President is elected in accordance with the procedures set forth in Article XV, and shall serve as a Director as set forth in Article IV. The Secretary shall keep accurate minutes of the Association's meetings. She shall provide board members with copies of the draft of minutes for their review as soon as possible after a Board meeting. She also shall be responsible for providing the Alumnae Director with copies of the approved minutes.

SECTION 7. Terms of Office

Beginning with the terms effective January 1, 2008, all officers shall serve terms of two years each and shall be elected in alternate years as follows: in one year, President, Vice President for Alumnae, and Secretary; in the next year, Vice President for New Orleans and Treasurer. The immediate Past President shall fill her office by virtue of her prior service as president. No officer shall serve more than two consecutive two-year terms in the same office.

SECTION 8. Additional Duties

The duties of these officers shall be those described above, those commonly appertaining to such offices, together with such other duties as may be assigned them by the Board of Directors or as may hereinafter be provided for.

SECTION 9. Annual Reports

All officers of this Association shall make written reports which shall be placed in the permanent files of the Association at the completion of their terms of office. Additionally, the President and Treasurer shall make an annual report to the Association which shall be given at the annual meeting.

ARTICLE VI. MEETINGS OF MEMBERS

SECTION 1. Annual Meeting

There shall be an annual meeting of the Alumnae Association to be held in New Orleans, LA at the time of Reunion.

SECTION 2. Special Meetings

Special meetings of the Alumnae Association may be called at the request of the President, Board of Directors or at the written request of at least twenty-five members.

SECTION 3. Notice of Meetings

Notice of the annual meeting and special meetings of the Alumnae Association shall be posted on the Alumnae Association website at least ten days prior to said meetings.

SECTION 4. Quorum

Quorum shall be a majority of current board members of the Newcomb Alumnae Association at the Annual Meeting or at any special meetings of the Alumnae Association. There shall be no proxy or absentee voting at the Annual Meeting or at a special meeting. All votes shall be decided by a simple majority of those present and voting.

SECTION 5. Minutes of Meetings

The minutes of the annual meeting or of any special meeting of the Alumnae Association shall be read and approved at the next succeeding meeting of the Board of Directors or of the Executive Committee, whichever first occurs.

ARTICLE VII. ALUMNAE CIRCLES

Alumnae Circles are regional alumnae networks established through the Newcomb Alumnae Office. No alumnae group shall use the name “Newcomb College” or “Newcomb Alumnae Association” without the written authorization of the Board of Directors and the Alumnae Director.

SECTION 2. Policies

Alumnae Circles shall cooperate with the plans and policies of the Board of Directors of the Alumnae Association, the Newcomb Alumnae Office, and Tulane University.

ARTICLE VIII. PUBLICATIONS

SECTION 1. Official Publication

The Alumnae Association shall designate Under the Oaks as its official publication.

SECTION 2. Electronic Publications.

The Alumnae Association shall have a website maintained by the Alumnae Office.

SECTION 3. Other Publications.

The Alumnae Association shall disseminate such other information as the Board of Directors may authorize.

ARTICLE IX. COMMITTEES OF THE BOARD

There shall be the following standing committees of the Board of Directors: the Executive Committee, the Nominating Committee, and the Awards Committee.

SECTION 1. Executive Committee

There shall be an Executive Committee consisting of the President, the Vice President for Alumnae, Vice President for New Orleans, the Treasurer, the Secretary, and the immediate Past President. The President shall act as Chairperson of the Executive Committee. Three members of the Executive Committee shall constitute a quorum. Proxy voting shall not be allowed.

The Executive Committee shall have the power to act between the meetings of the Board of Directors with all powers of the Board of Directors, except that it shall not have the power to fill a vacancy of any officer and except as otherwise provided by law, and shall report any such action to the Board of Directors at the next following meeting of the Board of Directors.

SECTION 2. Nominating Committee

A. Composition. The Nominating Committee shall be chaired by the immediate Past President and shall consist of seven additional members: three present Board members and four other Newcomb College alumnae or female alumnae of Tulane University. Of the four alumnae representatives, two members will preferably be past NAA Board members and two will preferably be alumnae who have served as volunteers, but not necessarily as Board members.

B. Voting. The Chair is a non-voting member of the committee except in case of a tie vote. Two-thirds of committee members must be present in order for a quorum to be established. The committee may meet in person, by e-mail, or via conference call. Proxy voting shall not be allowed.

Section C. Duties. It shall be the duty of the Nominating Committee to identify and interview possible candidates for vacant or expiring officer positions each year. After making a determination of the candidate best suited for each position, the Nominating Committee shall present a candidate for each of the vacant or expiring officer positions to the Board of Directors not less than 30 days before the Annual Meeting of the Alumnae Association for its endorsement. Election of officers shall then follow the procedures set out in Article XV, Sections 1, 2, and 3 of the By-Laws of the NAA.

The Nominating Committee will assist the NAA Board in selecting new candidates for NAA Board membership. The committee will help identify board needs, based upon such factors as class year, geographical distribution, diversity, and skill sets. Nominating Committee members will interview candidates for board membership to determine their interest and qualifications. The committee will then provide the President of the NAA Board with their recommendations. The President of the NAA will make the final decision to offer board membership to a candidate.

The Nominating Committee will conduct exit interviews with all retiring board members in order to evaluate their board experience. The results of such exit interviews will be used to help the Board ensure that the board experience is a positive and productive one for current and future board members.

D. Terms of Office. Nominating Committee members will serve two-year terms without an option for immediate reappointment. They may be appointed after a lapse of two years time.

SECTION 3. Awards Committee

A. Composition. The President of the NAA will appoint the Chair of the Awards Committee. The Chair of the Awards Committee shall submit written reports to the board prior to each board

meeting. When possible, the Awards Chair will present an oral report to the board at board meetings. Other committee members include the President of the Board of the Newcomb Alumnae Association; the Alumnae Director, who serves as a non-voting, ex officio member; three faculty members drawn from the body of Newcomb Fellows; and four Newcomb alumnae not presently serving on the Board. Two of the alumnae must reside outside New Orleans, and all four should represent a broad age range.

With the exception of the Alumnae Director and the Board President, whose positions are ongoing, the other members shall serve staggered two-year terms. Each committee member may serve a second term.

B. Criteria for All Awards. The Awards Committee shall select the recipients of all awards.

The Committee will consider loyalty and generosity toward Newcomb College, the Newcomb College Institute and Tulane University.

Nominations for all awards must be submitted on a Newcomb Awards Nomination Form.

Recipients of awards must have completed at least one semester of Newcomb College or Newcomb-Tulane College. If the recipient is a non-graduate of Newcomb College or Newcomb-Tulane College, she must have left the university in good standing.

Recipients must be able to attend the awards ceremony.

C. Outstanding Alumna Award. The recipient of this award must reflect Newcomb's tradition of excellence and should exhibit prominence in a business or professional field or in her contributions to the well-being of national, state or community life.

The recipient's accomplishments and contributions should have been sustained over a long period of time.

Optimally, the recipient should have achieved some measure of recognition on the national or international level.

D. Young Alumna Award. This award shall honor the significant ongoing contributions or achievements of a young alumna who has not reached the period of extended service deemed necessary for the Outstanding Alumna Award. The period of eligibility is fifteen years after graduation. The Young Alumna's age should not exceed 40.

E. Community Service Award. The recipient of this award will be recognized for significant, long-term commitment to community service.

F. Guidelines. Every effort should be made to present all awards annually.

The Board in its discretion may elect to present other awards from time to time in recognition of extraordinary accomplishments or circumstances.

The Chair of the Awards Committee shall maintain a complete set of records of the actions of the Committee and provide copies of these files to the Alumnae Office

SECTION 4. Other Committees.

The Board of Directors may, by a majority of the entire Board of Directors, designate from among its members such ad hoc committees of the Board as it may deem appropriate from time to time. Each ad hoc committee of the Board shall have thereon at least three members of the Board of Directors, and to the extent provided in a resolution, shall have the authority of the Board, except as limited by the Board of Directors or by law. The Board of Directors may, by resolution adopted by a majority of the entire Board of Directors, dissolve these ad hoc committees of the Board.

SECTION 5. Meetings and Notices.

Each committee of the Board may provide for the holding of regular meetings, with or without notice, and may fix the time and place at which such meetings shall be held. Special meetings of each committee shall be held upon call by or at the direction of its Chairperson or, if there be no Chairperson, by or at the discretion of any of its members, at the time and place specified in the respective notices or waivers of notice thereof. Notice of each special meeting of a committee shall be given by email to each member of such committee, at least twenty-four hours before the meeting.

SECTION 6. Quorum and Manner of Acting.

At each meeting of any committee, other than the Executive Committee, the presence of a majority of at least two of its members then in office shall be necessary and sufficient to constitute a quorum for the transaction of business, and the act of a majority of the members present at any meeting at which a quorum is present shall be the act of such committee. Proxy voting shall not be allowed.

SECTION 7. Removal.

Any member of any committee of the Board may be removed at any time by the affirmative vote of a majority of the Board of Directors then in office.

SECTION 8. Reports.

Chairs of standing committees (Executive Committee, Nominating Committee, and Awards Committee) shall file the names of committee members with the President and the Alumnae Director, shall file appropriate committee records with the Alumnae Director, and shall submit an annual report prior to the annual meeting of the Alumnae Association. The President may, at her discretion, request interim reports of standing and ad hoc committees. The chairs of each ad hoc committee shall make a written report detailing the work of the committee which shall be placed in the permanent files of the Association at the completion of her term of office.

SECTION 9. *Ex Officio* Members.

The President of the Alumnae Association and the Alumnae Director shall be ex officio members of all committees, with the exception of the Nominating Committee. The current President of the Alumnae Association is not a member of the Nominating Committee. The Alumnae Director shall be a non-voting member of all committees.

ARTICLE X. COMMITTEES OF THE ASSOCIATION

SECTION 1. Standing Committees.

There shall be the following Standing Committees of the Association (herein the “Standing Committees”) or such other standing committees as the Board of Directors shall so designate by a majority vote of the entire Board. The standing committees shall hold regular meetings, by conference call if necessary, to ensure that the goals of the committees are met. The committees shall be comprised of any members of the Association. Members of the Board of Directors shall serve on at least one standing committee.

A. The Development Committee is chaired by the Treasurer of the Association. The Development Committee is charged with researching, evaluating, planning and conducting fundraising efforts to support the programs and activities of the Association.

B. The New Orleans Committee is chaired by the Vice President for New Orleans. The New Orleans Committee is charged with maintaining communications among local alumnae. The committee also creates, conducts and evaluates events for alumnae in the New Orleans area including networking and social events with undergraduate women through the Newcomb Student Programs Office.

C. The Alumnae Committee is chaired by the Vice President for Alumnae. The committee is charged with energizing, nurturing and evaluating programs through which alumnae maintain connections and relationships with Newcomb. The committee focuses on annual Reunion planning and the recruitment and retention of Class Agents.

SECTION 2. Election and Term of Chairpersons

Chairpersons of all Standing Committees shall be appointed by the President in consultation with the Executive Committee to serve a two-year term of office in accordance with the procedures set forth in Article XV.

SECTION 3. Members of Standing Committees

Members of all Standing Committees shall be recruited by the Chairperson of said committee and the Board of Directors. At least one member of the Board shall serve on each standing committee.

SECTION 4. Standing Committee Work Plans

The Chairperson of each Standing Committee shall submit a plan for the year’s work to the President at the first meeting of the calendar year. The Board of Directors may provide guidance with regard to

the work plan to further the annual goals of the Association. The committees shall then have the authority of the board and autonomy to achieve the goals outlined in the work plan.

SECTION 5. Ad Hoc Committees

There shall be such ad hoc committees comprised of Association members as the Board of Directors shall from time to time designate by a majority vote of the entire Board. Each such committee shall be reviewed annually by the Board of Directors. The Chairperson of the ad hoc committee will be appointed by the President. The Chairperson shall recruit membership from the Alumnae Association. When the work of an ad hoc committee is completed, the Board shall dissolve the committee.

SECTION 6. Subcommittees

The committees provided for in this article shall have the power to appoint subcommittees whenever the occasion arises, subject to the approval of the President.

ARTICLE XI. ALUMNAE DIRECTOR

The Alumnae Director shall be the chief administrative officer of the Association and shall report to the Executive Director of the Newcomb College Institute, and to the Board of Directors. It shall be her duty to:

- Attend Board meetings in an advisory capacity
- Carry out the policies determined by the Board
- Assist the Board in keeping records thereof
- Assist the Treasurer of the Association in depositing and disbursing the funds of the Alumnae Association under the direction of the Board, and in overseeing the financial affairs of the Alumnae Association
- Be responsible for coordinating the dates, places and times of all meetings of the Board and of the Alumnae Association
- Perform other such duties as may be imposed on her by law, the Charter, these By-Laws, or the executive director of the Newcomb College Institute.

ARTICLE XII. CLASS AGENTS

Newcomb Class agents shall represent each graduating class of undergraduate women at Tulane through the year 2009. The Vice President for Alumnae and the Alumnae Director are responsible for recruiting and appointing class agents. Class agents shall serve a term of five years. All class agents shall be reappointed in years ending in 0 and 5. At the end of their term, agents may be reappointed or replaced based upon individual preference in consultation with the

Vice President for Alumnae and/or the Alumnae Director. If a class agent is unable to perform her duties, she may be asked to resign or be removed at the recommendation of the Vice President for Alumnae and/or the Alumnae Director. If such an event occurs, the Vice President for Alumnae and/or the Alumnae Director will appoint a new class agent to fill her unexpired term.

ARTICLE XIII. FUNDRAISING

The Newcomb Alumnae Association shall concentrate its fund raising efforts in support of the Newcomb Alumnae Association, the Newcomb College Institute, and Tulane University.

SECTION 1. Other Projects

The Association may also undertake other fund raising initiatives and projects subject to approval by the Executive Committee and the Board.

SECTION 2. Approval.

All fund raising efforts and projects must have the approval of the Board.

ARTICLE XIV. FUNDS OF THE ASSOCIATION

SECTION 1. Funds of the Alumnae Association.

The funds of the Alumnae Association shall consist of: (a) An operating fund (b) Such other funds as the Board of Directors may from time to time determine.

SECTION 2. Books

There shall be kept at the office of the Alumnae Association correct books of account of the recent activities and transactions of the Alumnae Association, including recent minutes, a copy of the Certificate of Incorporation, and a copy of these By-Laws.

The Alumnae Director shall send quarterly financial statements to the President and Treasurer of the Alumnae Association.

ARTICLE XV. NOMINATIONS AND ELECTIONS

SECTION 1. Nominating Committee Procedures

A. Nominations. The Nominating Committee shall propose one candidate for each of the vacancies among the Officers to be elected by the members of the Alumnae Association. No candidate's name shall be presented without her written consent.

B. Nomination Recommendations. The Nominating Committee shall solicit and accept recommendations throughout the year for the Committee's consideration. A notice shall be posted on the Alumnae Association's website soliciting such recommendations. Current NAA Board of Directors members as well as the general membership of the NAA are eligible to make

recommendations. Recommendations must be made with the written permission of the individual being nominated. All recommendations should include a bio/resume of the candidate in order for the Nominating Committee to give full consideration to all nominees. All recommendations must be received in writing via mail or email (newcombalumnae@tulane.edu) to the Alumnae Office by the deadline set by the Nominating Committee. That deadline will be a minimum of three (3) months in advance of the Annual Meeting but will be set on an annual basis at the discretion of the Nominating Committee. The Nominating Committee shall set the deadline for recommendations to be received and post the date of the deadline on the NAA website as soon as it is decided upon. Since the date of the Annual Meeting varies from year to year based upon the date selected by Tulane University for Homecoming the date of the Annual Meeting and the deadline the Nominating Committee sets for recommendations of nominees will also vary.

C. Presentation of Nominations. The Nominating Committee's single slate of candidates, with endorsement by the Board of Directors, shall be posted on the Alumnae Association's website at least one month prior to the Annual Meeting.

D. Election of Slate. The slate will be voted upon at the Annual Meeting and will be viva voce. In the event that the membership does not accept the slate, or a member of the slate, presented by the Nominating Committee, the nomination process for the office(s) that failed to be elected will begin again. Recommendations for candidates will be received via mail or email to the Alumnae Office for 30 days following the election at the Annual Meeting. Nominations must be accompanied by a bio/resume of the candidate and be submitted with the written permission of the candidate. A slate of one candidate for each officer vacancy will then be presented to the membership of the Newcomb Alumnae Association by posting such slate on the NAA website no later than 45 days following the Annual Meeting. Voting for the slate will occur via email for 3 days following the posting of the slate on the website. The Nominating Committee will then post the results of the election on the website.

SECTION 2. Elections – Additional Details

A quorum at the Annual Meeting shall consist of a majority of the current members of the Newcomb Alumnae Association Board of Directors. There will be no proxy or absentee voting at the Annual Meeting. Only those members of the NAA present at the Annual Meeting shall be permitted to vote. It shall be the duty of the Board of Directors to set the dates and specify other details of elections not delineated in these by laws.

If at some point in time, the Annual Meeting of the Alumnae Association is postponed, it shall be the duty of the President and the Executive Committee of the Board of Directors of the NAA to re-schedule the meeting as soon as possible. Notice of the rescheduled date and time shall be posted on the Alumnae Association website as soon as an alternative date is selected.

SECTION 3. Assumption of Office

Those elected shall assume their positions at the beginning of the calendar year, January 1.

ARTICLE XVI. RESIGNATION AND REMOVAL OF DIRECTORS, OFFICERS AND CHAIRPERSONS OF COMMITTEES OF THE ASSOCIATION

SECTION 1. Resignations

Resignations of officers, Directors and committee chairpersons shall be in writing, and shall take effect upon receipt by the Board of Directors Executive Committee.

SECTION 2. Removals

A Director may be removed upon a majority vote of the Board. The Board of Directors may remove any Director with cause, including but not limited to dereliction of duty, conflict of interest, non-activity for six months, failure to meet committee obligations and absence at three consecutive meetings of the Board of Directors. Any individual serving as a Director by virtue of office shall immediately cease to serve as a Director upon removal from such office.

ARTICLE XVII. VACANCIES OF DIRECTORS, OFFICERS, AND CHAIRPERSONS AND MEMBERS OF COMMITTEES OF THE ASSOCIATION

SECTION 1. Elected Offices

A. Filling Vacancies. In the event of a vacancy among the Officers of the Alumnae Association, the Nominating Committee shall recommend a candidate who shall be approved by a vote of a majority of the present Directors. The member so chosen to fill such vacancy shall hold office for the remainder of the unexpired term or until the election and assumption of office of her successor at the Alumnae Association annual meeting, whichever first occurs. Any person filling such a vacancy for less than one half of an unexpired term may be reelected immediately thereafter for a full term and such partial term shall not be considered a term in office for any other purpose of these By-Laws.

B. Exceptions. The only exceptions to the procedures outlined in Section 1.) A.) of this article shall be for a vacancy occurring in the office of President. In the event of such a vacancy, the Vice President for Alumnae shall be asked to assume the office of President and the above procedures will be applied to the newly vacant position of Vice President for Alumnae.

SECTION 2. Appointed Offices

Vacancies in the membership of such committees of the Alumnae Association as are originally appointed by the Board of Directors may be filled temporarily by the President until the next regular or special meeting of the Board of Directors. At such meeting, such vacancies shall be filled by appointment of the Board of Directors for the unexpired term. Vacancies in such committees of the Alumnae Association as are originally appointed by the President shall be filled by appointment by the President for the unexpired term. Any person filling such a vacancy for less than one half of an unexpired term may be reappointed immediately thereafter for a full term and such partial term shall not be considered a term in office for any other purpose of these Bylaws.

ARTICLE XVIII. REPORTS

SECTION 1. Committee Reports

Every officer, every chairperson of a board or standing committee and chairpersons of ad hoc committees shall present reports to the members at the annual meeting of the Alumnae Association as the Board of Directors shall direct. No report shall be presented to the members at the annual meeting of the Alumnae Association which has not been previously submitted to the Board of Directors. The Board may advise changes or demand additional information to be formulated in the report before it is presented to the Association members.

ARTICLE XIX. BY-LAWS, PROCEDURES & PROTOCOLS

SECTION 1. Procedures and Protocols

All procedures and protocol necessary for the conduct of business of the Alumnae Association and its Board of Directors shall be performed in accordance with Robert's Rules of Order, except in any instance in which a different procedure or protocol is specifically defined in these by-laws.

SECTION 2. Amendment of By-laws

These by-laws may be amended by majority vote of the Board of Directors. Voting on by-laws corrections or changes may be conducted by meeting, conference call, fax, or email. Proposed corrections or changes shall be distributed to Board members for consideration at least 14 days before the vote is taken, and opportunity for discussion must be provided via email, fax, conference call, or committee meeting.