

# MIDDLEBURY ALUMNI ASSOCIATION CONSTITUTION

Amended September 23, 2016

## PREAMBLE

In 1824, a group of Middlebury alumni formed this organization in order “to revive the collections of academic life – to cherish a laudable zeal for the advancement of literature and science and particularly for the prosperity of our Alma Mater.” While this Constitution has been revised over the years, the commitment of the founders to bettering their alma mater lives on in the volunteer spirit of today's Middlebury alumni.

## ARTICLE I: NAME

This organization shall be known as the Middlebury Alumni Association (“MAA” or the “Association”).

## ARTICLE II: PURPOSE

The purpose of the Association is to connect all alumni to Middlebury and to each other in mutually beneficial ways, to foster a community not limited to time or place and to promote Middlebury as a lifelong experience.

## ARTICLE III: MEMBERSHIP

Membership in the Association shall include all alumni of Middlebury. Alumni are former Middlebury students who have completed at least one academic year, or earned a graduate degree, or have attended a degree-granting school for at least one summer. Anyone who has received an honorary degree from Middlebury shall be an honorary member and anyone who, because of official position or special interest would contribute to the effectiveness of the Association, may be elected by voice vote at any Association meeting. Honorary members shall possess all rights except the right to hold office.

## ARTICLE IV: BOARD OF DIRECTORS AND OFFICERS

Section 1. The MAA is led by a representative Board of Directors (the “Board”) which supports the Association through its various committees and initiatives. The Board works with the President, trustees, faculty, and staff of Middlebury in order to enrich the Middlebury experience for all.

The Board shall serve the interests of Middlebury and the Association, shall determine the policy of the Association insofar as that policy affects the general interests of the entire Association, shall initiate and carry out all such undertakings as are responsible within the province of such a body and shall adopt measures necessary to interpret and put into effect the provisions of the Constitution. In addition to the information posted on the MAA website, the Board will report at least once annually to the full Alumni Association.

Section 2. Board membership should be representative of the diversity of Middlebury alumni. The Board of Directors, as nominated and elected, shall consist of:

- a. President
  - b. Vice President
  - c. Past President
  - d. Nominating Committee Chair
  - e. Secretary
  - f. Additional Directors: up to 15, with roles assigned by the Executive Committee.
- These roles may include, but are not limited to:

- i. Admissions
- ii. Annual Giving
- iii. Career Services
- iv. Chapters
- v. Class Correspondent
- vi. Diversity

Section 3. Ad Hoc Committees of the Association may be formed if deemed necessary by the Board and may include members who are not Directors.

Section 4. Ex officio members, including the Alumni Trustees, Associate Vice President for Alumni Relations and Annual Giving (“AVP for Alumni Relations and Annual Giving”), Director of Annual Giving, Director of Alumni and Parent Programs, or their successor representatives, shall be non-voting members of the Board.

Section 5. Any vacancies occurring on the Board will be filled by the Nominating Committee as further described in Article VI. The Board Vice President will automatically succeed the President, as further described in Article VII.

Section 6. The Board of Directors shall meet to the best of their ability no fewer than two times each year at a time and a place to be designated by the President of the Board. Regularly scheduled meetings shall be open to alumni. Special Board meetings shall be called by the President upon written request of at least five Board members. A quorum shall be no less than half the voting members of the Board. Proxies are not permitted.

Section 7.

- a. The President shall preside at all meetings of the Board and Association and at ceremonial occasions, as required, and perform all other duties of the office. The President will consult with the AVP for Alumni Relations and Annual Giving in carrying out these duties. The President is responsible for establishing priorities and sharing them with Board and the Association.
- b. The President shall be an ex-officio and a voting member of all committees.
- c. In the absence of the President, the Vice President shall preside and fulfill all other duties of the office.
- d. In the absence of both the President and the Vice President, the Past President shall preside and fulfill all other duties of the office.

- e. The AVP for Alumni Relations and Annual Giving shall serve as the liaison between the Board and Middlebury, shall conduct correspondence with the Board and Association, and serve ex officio on all committees.

#### ARTICLE V: EXECUTIVE COMMITTEE

Section 1. The Executive Committee of the Board shall consist of up to eight members of the Board, including the President, Vice President, Past President, Secretary, Nominating Chair, and up to three other Directors.

Section 2. The Executive Committee shall meet at least once a year in person or at least twice by virtual meeting. Its responsibilities shall include setting the agenda for scheduled Board meetings, acting on behalf of the Board between meetings, assigning committee responsibilities to Board members, and working on the priorities set by the President. The Executive Committee shall report on its activities to the Board at its scheduled meetings.

#### ARTICLE VI: NOMINATING COMMITTEE

Section 1. The Nominating Committee shall consist of up to five Directors, including the Nominating Committee Chair, President, Vice President, Past President, and Secretary. The term of office of the Nominating Committee Chair shall be two years, with the possibility of renewal for an additional two-year term. The President, Vice President and Past President, in collaboration with the AVP for Alumni Relations and Annual Giving, shall appoint the Vice President and Nominating Committee Chair.

Section 2. The Nominating Committee shall, on a schedule approved by the Board, recommend to the Board candidates for Alumni Trustee, members of the Board and candidates for Alumni Achievement and Alumni Plaque Awards, or their successors. The election of members of the Board shall be governed by Article VII and the election of Alumni Trustees shall be governed by Article VIII.

#### ARTICLE VII: TERMS AND ELECTIONS

Section 1. Board Directors serve for a term of two years, beginning July 1 of the year in which they were elected. At the end of their first term, Directors may be considered by the Nominating Committee for renewal to serve an additional two-year term. Directors may serve a total of four years, unless selected to serve as Vice President. The Vice President serves a two-year term, followed by a two-year term as President, followed by a two-year term as Past President. With the exception of the Past President, no voting member of the Board shall serve for more than 10 years.

Section 2. The Nominating Committee shall prepare a single slate of candidates for Board Directors to be elected each year. Additional nominations may also be made by petition, such petitions to be signed by any 200 members of the Association and filed with the AVP for Alumni Relations and Annual Giving by February 1, in advance of an April online slate. Such petitions must be accompanied by the written permission of the candidate and all materials needed for ballot presentation.

Section 3. Voting procedure and deadlines shall be announced in the *Middlebury Magazine* as well as electronically. The slate shall include a brief summary of each nominee's qualifications and will be viewable in March, with voting taking place in April. A plurality of all votes cast shall constitute election. The results of the election shall be posted online, and a full list of Directors will be posted in the *Middlebury Magazine* and on the Alumni Association website.

#### ARTICLE VIII: ALUMNI TRUSTEES

Section 1. The Association shall nominate from the alumni to the Board of Trustees of Middlebury, for election by the Board of Trustees to its membership as Alumni Trustees, individuals in such numbers as for such terms as are specified in the by-laws of Middlebury. The nominees shall be selected as set forth in Section 2 below. An individual who is an employee of Middlebury or whose spouse is employed by Middlebury shall not be eligible to serve.

The Board shall receive and give careful consideration to any candidates recommended by alumni. Such recommendations shall be accompanied by pertinent biographical material. The Board shall in no way be bound to make its nominations from these names.

Section 2. The Board shall present a single slate of nominees to the alumni to fill Alumni Trustee vacancies for subsequent approval by the Board of Trustees following the timetable described in Article VII. The Nominating Committee, at the direction of the Board, shall prepare for distribution to alumni, the slate of candidates to be elected that year with a brief resume of their qualifications for Alumni Trustee.

Section 3. The balloting for Alumni Trustees shall be conducted electronically under the direction of the AVP for Alumni Relations and Annual Giving under the timetable described in Article VII, Section 3.

Section 4. Alumni Trustees shall perform such duties as required of members of the Board of Trustees. They shall be ex officio members of the Board. Alumni Trustees shall convey matters of mutual concern to the Board and, in return, to the Board of Trustees.

Section 5. The Alumni Trustee nomination process and other shared initiatives rely upon the collaborative relationship between the Board Executive Committee and the Trusteeship and Governance Committee of the Board of Trustees.

#### ARTICLE IX: ANNUAL GIVING

The Association shall take an active role in promoting financial support of Middlebury by the alumni, working in collaboration with the Advancement division or its successor.

#### ARTICLE X: REGIONAL CHAPTERS

The purpose of regional chapters is to increase the number of opportunities to engage alumni in their geographic area and to cultivate volunteer support and alumni leadership for Middlebury.

- a. Regional Chapters represent the main conduit for alumni activity and involvement in their geographic area. A Regional Chapter will receive support and guidance from Middlebury.
- b. The general form and protocol of each Regional Chapter shall be determined locally with oversight by Advancement. Chapters are encouraged to pursue a variety of types of activities including academic, athletic, career service, community service, cultural, and social.
- c. Regional Chapters do not collect dues, nor do they have 501(c)(3) status or budgets. Most events are self-funded and may include registration fees collected by Middlebury when appropriate.

#### ARTICLE XI: MIDDLEBURY COLLEGE CLASS OFFICERS

Section 1. Class Correspondent(s). Each graduating class from College, including the current senior class, shall elect Class Correspondents, who shall serve from the time of election to the subsequent quinquennial class reunion. They shall be eligible for re-appointment. They shall, with the assistance of the Alumni Editor of the *Middlebury Magazine*, report class notes for publication in the *Middlebury Magazine*. At least one member of the Board will serve as National Chair for Class Correspondents.

Section 2. Reunion Chair(s). Reunion Chair(s) shall be chosen by each College class, in collaboration with the Advancement team, and shall lead committees to engage their classes in order to meet the goals of their class reunion.

Section 3. Class Agent(s). Class Agents shall be chosen by the College's Annual Giving Office.

#### ARTICLE XII: AMENDMENTS

This Constitution may be amended after notice of the proposed changes has been made available to the Association at least 30 days in advance of voting. Voting on amendments will take place at the spring or fall Board meeting. A plurality of all votes cast shall constitute approval of the amendment.

## REVISION HISTORY

Prior Revisions: October 1992, October 1997, September 2002, May 2004, September 2006

September 2002:

- Fixed the number of at-large Directors at “up to 13”
- Removed the previous 30 member cap on the Board size
- Provided for electronic balloting and voting procedures

September 2006:

- Added two chapter representatives, in place of having all chapter presidents on the Board
- Added two student positions on the Board
- Updated the mission statement

September 2016:

- Changed MCAA to MAA
- Modified purpose statement
- Emended language to become gender neutral
- Updated the Board membership and roles
- Revised communications, voting and amendment procedures
- Changed procedure for Alumni Trustee nominating process
- Added list of revisions to the Constitution