

**Constitution and Bylaws
Davis & Elkins College
National Alumni
Council**

Revised (April 30, 2016)

Article I - Name

The name of this organization shall be the Davis & Elkins College National Alumni Council (hereafter the “NAC”). The NAC shall be the governing body of the Davis & Elkins College graduates; College certificate holders; honorary degree recipients; and those who have attended the College for at least one (1) year but did not receive a degree and have passed the date of intended graduation (hereafter the “Alumni”).

Article II - Purpose

The purpose of the NAC is to:

- develop an active program of alumni support for the mission of the Davis & Elkins College (hereafter the “College”) as established by the College President and Board of Trustees (hereafter the “Trustees”);
- increase and promote awareness among alumni about the activities and accomplishments of the College;
- assist the College in strengthening its academic, cultural, administrative, spiritual, moral and financial well-being;
- foster fellowship among alumni by providing opportunities for alumni gatherings, service and communication; and
- host the annual Alumni meeting on campus, normally held in the fall during Homecoming weekend.

Article III - Membership

The membership of the NAC shall consist of a minimum of twenty-one (21) and maximum thirty-three (33) elected voting alumni members.

- A. Each NAC member shall have one vote on all issues brought before the membership for a vote.
- B. No persons shall be elected to the NAC if they are an employee of the College.
- C. The College’s Chief Development Officer and Alumni Relations Representative shall be ex officio non-voting members.

Article IV– Duties of Members

Each member of the NAC shall take a personal oath and pledge to; “uphold the Constitution and Bylaws (hereafter ‘Bylaws’) of the NAC and support the decisions of the NAC.” Further, all NAC members should, to the best of their ability:

- attend and participate in the semi-annual meetings;
- support the work of the NAC and actively participate in at least one standing committee;

- stay informed about the mission, programs and services offered by the College;
- share their knowledge and enthusiasm about the College with fellow alumni, friends, and others whom they encounter;
- support the College financially; and
- encourage others to support the College through gifts of time, talent and financial resources.

Article V – Duties of Officers

The NAC shall be governed by the following officers: President, Vice President, Secretary, Parliamentarian, Financial Officer, and Membership Officer.

Section 1. President

The President shall: chair all Alumni, NAC; and Executive Committee meetings; represent the Alumni at College functions as appropriate and may designate another NAC member to serve in his or her place if the President’s participation is desired but the President is unavailable; appoint chairpersons and members of all standing committees in consultation with the Executive Committee; coordinate activities of the annual Bylaws review in the Executive Committee and report results to the Trustees annually, on or before May 31st; and create ad hoc committees as deemed necessary.

Section 2. Vice President

The Vice President shall: perform the duties of the President in the event of absence or disability of the President; report the activities of the Executive Committee at the NAC meetings; and coordinate activities of the annual strategic plan review in the Executive Committee.

Section 3. Secretary

The Secretary shall: within thirty (30) days after all NAC and Executive Committee meetings, distribute a draft of minutes and any approved minutes to the College Development Office and to each NAC member; maintain a record of member attendance at NAC meetings; within thirty (30) days after the fall meeting, issue a report to all members of their cumulative attendance record and after consulting with the Executive Committee, provide written notice to members who have vacated their membership, as described herein.

Section 4. Parliamentarian

The Parliamentarian shall: be responsible for seeing that Robert’s Rules of Order and Bylaws are followed during meetings of the NAC and Executive Committee; and administer the oath to all new members at the fall meeting.

Section 5. Financial Officer

The Financial Officer shall: be responsible for all financial matters of the NAC including reviewing all funds related to NAC action and submit a written or oral report of its work at each NAC meeting.

Section 6. Membership Officer

The Membership Officer shall: be responsible for maintaining records of NAC current and pending membership vacancies; reviewing, updating and submitting candidate membership

qualification standards to the Executive Committee for approval; identifying Alumni members as candidates for NAC membership, vetting those seeking membership, informing the Executive Committee of qualified candidates and submitting those candidates to NAC members for vote; conducting the orientation program for new NAC members; and coordinating activities resulting in the recommendation of officers to the Executive Committee for approval and submitting a list of approved officer candidates to the NAC members for vote.

Article VI – NAC Committees

There shall be an Executive Committee and three (3) Standing Committees: Alumni Development Committee; Regional Alumni Events Committee; and Student and Young Alumni Committee. Each member of the NAC shall receive an appointment to at least one committee. The standing committees shall be composed of a Chair and a minimum of three (3) other members. Standing Committee Chairs shall submit a written or oral report of its work at each NAC meeting. All Committees shall develop a protocol for its activities to present to the Executive Committee for approval. The NAC President shall be an ex officio member of all standing committees. NAC Officers shall not be Committee Chairs and other NAC members shall not be Chair of more than one Committee. Alumni can participate on any standing committee and shall not serve as chair. The Executive Committee shall typically meet monthly by electronic or telephone means, unless during the months of the spring and fall NAC meetings, at which time they shall typically meet at the College, one day prior to the scheduled NAC meeting. All other Committees shall meet by electronic or telephone means, as reasonable and required, as directed by the Committee Chair, but shall typically meet at all spring and fall NAC meetings. An Exit Report shall be provided to the Executive Committee upon resignation of the Chair of a Standing Committee.

Section 1. Executive Committee

Voting members of the Executive Committee shall be the President who will serve as Chair, Vice President, Secretary, Parliamentarian, Financial Officer, Membership Officer and the Chairs of all Standing Committees. The College’s Chief Development Officer and the coordinator of alumni relations shall be ex officio non-voting members. This committee is empowered to: transact business for the NAC during intervals between its scheduled meetings; approve all written committee protocol; review the Secretary’s NAC meeting attendance report to confirm the vacation of members; review Bylaws annually; and develop and review a strategic plan annually. All actions taken by this committee are subject to review by the NAC at its next meeting.

Section 2. Alumni Development Committee

Creating opportunities to increase participation in, and value of, any current College fundraising activities, including bequests and grants, by co-working with the NAC, Alumni and the College Development Office.

Section 3. Regional Alumni Events Committee

Fostering participation and growth of regional alumni chapters and events.

Section 4. Student and Young Alumni Committee

Facilitating the successful transition from student to post-College life including areas of student career mentoring, internship and placement; alumni connectivity; and philanthropy.

Article VII – NAC Nominations and Elections

Section 1. Term Limits

- A. All NAC members shall be elected for a three (3) year term. The term shall commence July 1st following the conclusion of the spring meeting where they were elected and shall end June 30th after the spring meeting three (3) years hence.
- B. NAC members who were elected and served three (3) complete consecutive terms may be eligible for re-election anytime following a one (1) year period in which they are not an active member.

Section 2. Re-election of Members

- A. After the fall meeting, NAC members whose terms are expiring and are eligible to serve another term, will respond, within thirty (30) days, in writing to the Membership Officer's written inquiry, whether he or she desires to serve another term. Lack of written response shall be considered as the member declining the additional term.
- B. Membership vacancies will be filled from a prospective candidate pool. The Membership Officer will so advise the Executive Committee and will solicit new member prospects.

Section 3. New Members

- A. The Membership Officer shall continuously solicit prospective candidates' names from multiple sources including but not limited to the: current NAC membership, College, and Alumni, and shall maintain a continuous prospect list. Among other factors, selection consideration should be given to diversity of time period attending College, gender, ethnicity and geography.
- B. Prior to the spring meeting, of the year in which openings occur on the NAC, the Membership Officer shall provide the names of the prospects to the College Development Office for any additional contact information required, College matriculation details, donor history, and any circumstances which may disqualify them from membership.
- C. Prior to the spring meeting, the Membership Officer shall send qualified candidates an invitation for NAC membership consideration, along with a brief application and request for their resume. To be considered further, they are requested to return all materials within thirty (30) days.
- D. If an invitee does not provide their information within thirty (30) days after the request, their name shall be removed for membership consideration in that year and their failure to respond fully is noted on the prospect list, but their name can remain on the list for possible contact when another term vacancy exists.
- E. The Membership Officer shall identify and provide a summary of candidates to the Executive Committee. In consultation with the Executive Committee, the Membership Officer shall prepare a listing of prospective candidates to present to the NAC for consideration in preparation for the full NAC membership vote during the spring NAC meeting.

Section 4. Officers

The NAC shall, at its spring meeting in alternate years, elect from its qualified members, the following officers: President; Vice President; Secretary; Parliamentarian; Financial Officer and Membership Officer. The officers shall be elected for two-year terms and will take office July 1st following the conclusion of the spring meeting where they are elected.

Commencing with the fall NAC meeting preceding scheduled officer elections, the Membership Officer shall solicit members of the NAC for nominations for each officer position.

- A. Any NAC member can either nominate another qualified member or themselves, if a qualified member, for any officer position. The Membership Officer shall contact the nominees to determine their interest in running for that position. If the nominee agrees, their name shall be provided to the Executive Committee. Whether the nominee agrees or not, the Membership Officer shall inform the member making the nomination of the nominee's decision.
- B. If within sixty (60) days after the fall NAC meeting, nominations for officers have not been submitted to the Membership Officer, (s)he shall inform the Executive Committee and the Executive Committee shall make those nominations.
- C. The Membership Officer shall contact the Executive Committee's nominee(s) to determine their interest in running for that position.
- D. This process shall continue until there is at least one nominee for each officer position; NAC members cannot be elected to more than one (1) officer position.
- E. At that spring NAC meeting, the Membership Officer shall present approved officer nominations to the NAC members for vote.

Section 5. Member Vacancies

- A. A member may resign from the NAC at any time through written communication to the NAC President or Vice President.
- B. Any member who shall fail to attend two consecutive meetings, without giving satisfactory explanation prior to the scheduled meeting to the President or Vice President, so noted in the minutes, shall thereby be deemed to have vacated membership in the NAC.
- C. Any member who shall fail to attend four consecutive meetings, for any cause, so noted in the minutes, shall thereby be deemed to have vacated membership in the NAC.
- D. In the event of a vacancy in the Presidency, the Vice President shall succeed to the Presidency for the balance of the term and will appoint one of the remaining officers to serve in the dual capacity of his/her elected office and Vice President. In the event of a vacancy in any other office, the President will appoint one of the officers to serve a dual role for the balance of the term.
- E. Any other member mid-term vacancy can be filled as a new term during normal elections by NAC members at the spring meeting or by majority vote of the Executive Committee if extraordinary circumstances prevail. Notice of the vacancy and of the election of a successor member shall be given to all NAC members in the ordinary course.

Article VIII – NAC Meetings

Section 1. Semi-annual Meetings

Ordinarily occurring in the fall and spring and are open to all Alumni.

Section 2. Special Meetings

May be called by the President or by a majority vote of the NAC. The purpose for which the meeting is called shall be indicated in the call as well as the location. Special meetings may be conducted through a telephone conference or fundamentally equivalent communications devices, provided all persons participating in the meeting can hear each other.

Section 3. Quorum

The President or Vice President, one other Executive Committee Officer and ten (10) members of the NAC shall constitute a quorum.

Section 4. Notice

Notice of NAC meetings shall be sent by the Secretary or College Alumni Relations Office, in writing or by electronic transmission, to each member of the NAC at least thirty (30) days prior to the date of the meeting.

Article IX – NAC Procedures

Section 1. Fiscal Year

The fiscal year of this NAC shall end with the fiscal year of the College, June 30.

Section 2. Amendment

Proposed changes to this Constitution and Bylaws (hereafter “Bylaws”) shall be made by the Executive Committee and/or by written petition of ten (10) voting members of the NAC to the Parliamentarian. The Executive Committee shall review all changes and if approved by the committee, shall submit such proposals to the NAC for vote. Notice of proposed Bylaw changes shall be transmitted to the members of the NAC either with the notice of the NAC meeting. The NAC members shall have a minimum of fifteen (15) calendar days to review the proposed changes. The NAC, by two thirds (2/3) vote of a quorum during a NAC meeting, shall act upon the proposals. The Secretary shall record the results in the meeting minutes. Changes to the NAC Bylaws shall be transmitted to the Trustees forthwith for final approval.

Section 3. Adoption of Constitution and Bylaws

With the adoption of amended Bylaws, all previous Bylaws of this NAC are superseded. Any changes in membership qualifications from adopting amended Bylaws will not affect the membership privileges of current members in good standing, until their current term expires. If amended changes in Bylaws result in any member not having an opportunity to serve another term, solely due to consecutive term limit changes, then the affected members will be eligible for one additional term, as set forth herein, before taking the required one year off.

Section 4. Permanence

Bylaws are permanent until amended. Changes can only be implemented by formal written amendment in accordance with Bylaws.

Section 5. Robert's Rules of Order

Shall be followed as governance of the NAC meetings.