

# Bylaws of the New College Alumni Association

*As amended March 11, 2022*

## **Article I – Purpose and Objectives**

1. The purpose of the New College Alumni Association is to represent the interests of the alumni of the New College of Florida. To that end, its primary objectives are twofold: first, to effectively communicate the thoughts and concerns of the College's alumni to the College's administration, as well as to policymakers and other relevant stakeholders; and second, to support the advancement of the College's educational mission through fundraising, networking, and communications.
  
2. The Association should employ a wide variety of tools to achieve these objectives: digital and physical communications, such as the Nimbus; digital and in-person events, such as reunions, meet-ups, classes, talks, and performances; opinion surveys to gauge alumni sentiment and gather ideas; student-alumni mentorship, internship, and networking programs; letters to policy-makers in support of the College and its students; fundraising drives; student scholarship support; faculty chair endowments; and more.
  
3. The intended outcome from Alumni engagement activity is to enhance New College's ability to deliver on its educational mission through enhanced financial and other assistance.
  
4. The Alumni Board works with the College and the Foundation to translate Alumni engagement into financial support for:
  - Student Scholarships
  - Student support, including basic support like the student food bank
  - Research and academic travel
  - Faculty chair endowments
  - Enhancements to the buildings and physical campus of New College
  
5. The Association serves Alumni in pursuit of their careers; recognizes their accomplishments; perpetuates among them a sentiment of affection for New College of Florida and encourages their support for the College's programs and future development.

6. Limitations: The Board of Directors of the Association is a standing committee of the New College Foundation, a direct support organization to New College of Florida under Florida Statutes and the Internal Revenue Code. No substantial part of the activities of the Association shall be the carrying on of propaganda or otherwise attempting to influence legislation unrelated to the benefit of the New College of Florida. The Association shall not participate or intervene in the publishing or distributing of partisan political statements or assist any political campaign on behalf of or in opposition to any candidate for public office.
  
7. The New College Alumni Association does not and shall not discriminate on the basis of race, color, religion (creed), gender, gender expression, age, national origin, ancestry, disability, marital status, sexual orientation or military status in any of its activities or operations. These activities include but are not limited to, hiring, and firing of staff, selection of volunteers and vendors, and provision of services.
  
8. The New College Alumni Association is committed to providing an inclusive and welcoming environment for all members of the New College Community, staff, students, alumni, volunteers, vendors and subcontractors.

## **Article II – Alumni Classification**

1. In General.
  - a) All graduates of New College shall become members of the Association upon graduation.
  
  - b) Any person who has withdrawn from New College after having successfully completed at least one academic term shall also be considered a member of the Association.
  
2. Honorary Alumni.
  - a) The Board of Directors may designate individuals as Honorary Alumni by majority vote of the Board of Directors.
  
  - b) Honorary Alumni are afforded all rights and privileges afforded to other Alumni but may not vote or serve on the board.

## **Article III – Board of Directors**

1. Number and Classification of Directors. The Association shall be governed by a Board of Directors, which shall consist of at least 12, but not more than 18, Directors at Large (not including ex officio directors or the past chair director as may be provided for by these bylaws).
  - a) Directors at Large. The Board of Directors shall consist of at least twelve (12) Directors at Large, which appointments shall be on a rolling schedule of three (3) year terms, running concurrent with the fiscal year end calendar as provided in this Article. Directors shall not serve more than three (3) consecutive terms without at least a two (2) year break from service on the Board. Any Directors serving on the Board at the time this term limit was adopted, who otherwise would be in violation of this term limit, shall serve out the remainder of their current terms. Each Director at Large shall enjoy all the duties, rights, and privileges accorded in these By-Laws.
  - b) Past Chair. Upon the end of their term as chair, the Chair of the Board shall automatically serve a term of one (1) year on the Board as the Past Chair Director. The Board in its discretion may vote to extend a Past Chair Director's term as necessary, but for no more than a total of (3) years. For as long as the Past Chair serves in such capacity, they will serve as a member of the Executive Committee in the interest of continuity in leadership. The Past Chair Director shall enjoy all the duties, rights, and privileges accorded in these By-Laws to the Directors at Large. The Past Chair shall serve as an Officer of the Board.
  - c) Chair-Elect. The Chair-Elect will assume the Board Chair position for a two-year term (without need for election).

2. Meetings.

- a) Regular meetings:
  - (i) Schedule. The Board of Directors shall annually set a prospective schedule of regular meetings. Directors are encouraged to attend meetings in person when possible but may also attend via teleconference or videoconference.
  - (ii) General Meeting. There shall be a general meeting of all members of the Association. This meeting shall take place at the convenience of the board.

- (iii) Regular Meetings. Of the remaining regular meetings, one shall coincide with commencement and at least one of the other regular meetings shall coincide with a meeting of the Board of Directors of the New College Foundation. A fourth regular meeting may be set at the convenience of the board.
- b) Additional meetings. The Board may have such additional meetings as the Executive Committee may establish which may be held in Sarasota, Florida, at another location, or via electronic communication. The Executive Committee shall make reasonable efforts to provide notice of such additional meetings to all Directors and Alumni.
- c) Quorum. Except as provided in these Bylaws, all actions of the Board of the Directors require a majority vote of a quorum. A quorum shall consist of seven (7) voting Directors, regardless of total number of Directors on the Board, attending a meeting, whether attendance is in person, by telephone, or via electronic communication. As used in this document, any reference to voting or the number of votes needed pertains only to Directors authorized to vote by these by-laws.
- d) Minutes. All meetings of the Board of Directors will be recorded. Copies of all meeting minutes shall be archived in the Association office. The Chair-Elect or the designee shall distribute copies of the minutes to members of the Board of Directors. Copies of records will be available to the membership upon request at cost or as otherwise provided by the Board.
- e) Voting.
  - (i) Voting by proxy is not allowed.
  - (ii) Unless otherwise specified herein, a simple majority of the directors attending a meeting is all that is required to pass a vote.
- f) Comment by Association Members and the Public.
  - (i) All members of the Association meeting the qualifications for membership set forth in Article II, Section 1 are entitled to make comment at meetings of the Board of Directors. Comment may be made in writing or orally. The time allotted an individual for oral comment at a meeting shall be three minutes, and the time allotted a spokesperson, if designated by a group of three or more persons in lieu of their individual comments, shall be ten minutes.

- (ii) Written comment shall be included in the record of the meeting, and oral comment shall be noted in the minutes of the meeting.
- (iii) Members wishing to make oral comment at a meeting are required to notify the Chair, prior to the meeting and, if reasonably feasible, 24 hours in advance of the meeting, so that space may be made in the agenda to hear comments in an organized manner. Nonetheless, the Chair shall have the discretion to permit commenters to be heard even if the foregoing requirement is not met.
- (iv) To the extent required by Florida Statutes § 286.0114, members of the general public may make comment at meetings of the Board of Directors. Such comment shall be subject to the same rules and conditions set forth in this subsection for comment by members of the Association.
- (v) Absent a vote of the Board to extend the time for comments, no more than 35 total minutes of each meeting will be devoted to comments by members of the Association and the public, provided, if the 35-minute time-limit is reached, the Board shall consider the question of whether to schedule an additional meeting to hear further comments and explore the issues raised by members or the public.

### 3. Election and Appointment of Directors at Large.

- a) Schedule. Elections and appointments shall be made annually and shall be for a term of three (3) years. At the last full board meeting of the calendar year prior to Dec 31 the Board of Directors shall determine the maximum number of Directors at Large it will accept for the next cycle and notify the Alumni Relations office. The majority of seats will be held for elected candidates. If the number of qualified (or as defined below in c. as in good standing) candidates running for election is less than the number of seats available, the remainder of seats shall be filled through appointments.
- b) Notice. Beginning on February 1 of each year, the Governance Committee with assistance from the Alumni office shall begin accepting applications for the Director at Large positions to be filled that year. Call for and acceptance of applications for the Director at Large positions will end March 1. Voting will open March 15 and end March 30. Governance shall also announce the beginning and closing of elections. The election results will be tallied and announced. The new board members can attend as

guests the Spring board meeting and will attend their first official meeting after July 1.

c) Elections and Appointments.

- (i) Procedure. The Governance Committee shall create, and the Board shall approve, an application for consideration for appointment to the Board of Directors and any changes thereto. The Executive Committee shall make the application available to the membership and, after receiving the applications, shall publish, within 10 days after the application deadline, the statements of intent, or other candidate information, pursuant to guidelines established by the Board for comment by the entire Association. The application shall be identical for both elections and appointments.
- (ii) Applicants. Any member of the Association wishing to be considered for a position of Director at Large shall submit a written application to the Governance Committee of the Association at the office of the Association prior to the application deadline.
- (iii) Elections. All applicants who submitted a **completed** application and who are in good standing with the school and Association, void of any conflict of interest or other criteria that would prevent service, shall be presented to the membership for a vote. The candidates will be vetted by the Governance Committee to verify that the candidate meets the minimum criteria of good standing with the school and Association and that there are no other criteria that would prevent service.
  - (1) Board applicants who have a documented history of threatening students, faculty, staff, the college, others in the New College community, or to be judged as creating potential harm to the reputation of the college may be denied advancement to the voting stage of NCAA Board selection. If an application is denied by the vetting committee, the applicant may appeal for a hearing among the full board. A quorum of the board is required for a hearing application to be made by the Board. If the Board agrees to hear this appeal, the meeting will be a matter of public record and available for public review.
- (iv) Appointments. To maintain a diverse board, the Governance Committee shall recommend the appointment of candidates. If necessary, the Governance Committee shall seek additional

applicants to fulfill the allotted percentage of Directors at Large to be appointed each cycle.

- (v) Appointment Vetting. The Governance Committee shall be responsible for vetting the applicants and shall make recommendations to the Board of Directors, who shall vote on the appointments, as necessary. Board members not part of the Governance Committee and non-board members may be added to the vetting subcommittee in accordance with Article V, section 5.
- (vi) Election Selection. Applicants receiving the largest number of the votes of the membership shall be appointed to the available openings reserved for elected Directors. The newly appointed directors shall become active immediately and shall attend the next regular meeting and shall continue to serve as Directors as otherwise laid out in this Section.
- (vii) Appointment Selection. After the completion of the voting process for the elected positions, the Governance Committee shall make its appointment recommendations to the Board. The applicants receiving a majority of the votes of the Directors attending that meeting shall be succeeded to the available openings reserved for appointed Directors. The newly selected directors shall become active upon the notice of the board of directors and shall attend the next regular meeting and shall continue to serve as Directors as otherwise laid out in this Section.
- (viii) Vacancies. If a vacancy of a Director at Large position occurs prior to the notice for the next appointment cycle, or if not, enough applications are received to fill the open slots, the Executive Committee shall fill the position(s) utilizing the same factors considered during the appointment cycle. The appointment shall be for the remainder of the term vacated or unfilled.

4. Responsibilities of Directors. Directors shall regularly attend Board of Director meetings, the committee or working team meetings on which they serve and actively participate in the affairs of the Board and of the Association as a whole.

a) Board Member Responsibilities also include the following expectations:

- Know the College's missions and strategic plan, policies, programs, and needs
- Understand the key goals of the New College Foundation

- Follow NCAA policies and board resolutions
- Sign an annual conflict-of-interest disclosure and make NCAA aware of any potential conflicts
- Obey Florida’s Sunshine Laws
- Prepare for, attend, and participate in board meetings and where possible support alumni engagement and fundraising activities
- Give a meaningful personal financial donation to New College of Florida every year

5. Removal of Directors.

- a) Failure to Attend Meetings. In the event that a Director at Large fails to attend at least two consecutive meetings of the Board of Directors, beginning at the second meeting and continuing at every applicable meeting thereafter, the Board may vote on the proposed removal of that Director.
- b) Other reasons for removal. If a Director proposes to remove another Director for any reason other than failure to attend meetings of the Board of Directors, that Director shall provide notice to the Executive Committee, and the Executive Committee shall then provide notice and reason of any pending action to remove any Director to all members no later than twenty-one (21) days before consideration of the removal at a Board meeting.
- c) In addition to the foregoing, the Director who is the focus of a potential removal shall:
  - (i) Receive notice of the reasons for the potential removal at least twenty-one (21) days before consideration of the removal at a Board meeting convened to consider the removal.
  - (ii) Sufficient information to allow that Director to understand the reasons for the potential removal; and
  - (iii) An opportunity for that Director to present their views in writing and/or in person at the Board meeting referred to above.



- d) The views of that Director shall receive full and fair consideration by the Board.
- e) A Director at Large may be removed from office by a two-thirds majority vote of the Directors at Large attending that meeting provided that the steps above are undertaken.

#### **Article IV – Officers**

1. Offices, Election, Term of Office, and Qualifications. There shall be a Chair, which shall be the previous Chair Elect. Additionally, there shall be a Chair Elect, Past Chair, and a Governance Chair of the Association, who shall all be elected by the Board of Directors from among its members. All Officers, except for the Past Chair, shall serve for a term of two years. Continued service in any office is contingent upon continued service as a member of the Board of Directors. A director with only 1 year remaining in their term may be elected to any office in which case the second year of service as an officer would be contingent upon their reappointment to the Board.
2. Vacancies.
  - a) In General. A vacancy in any office, other than that of the Chair, before the end of its scheduled term shall be filled within 30 days by majority vote of the remaining members of the Board of Directors. In its discretion, the Executive Committee may designate a Director to serve as an acting officer during that 30- day period. Such designation does not preclude any other director from being elected during the board vote.
  - b) Vacancy in Chair position. Should the office of Chair become vacant, the Chair-Elect shall assume the position of Chair and the remaining members of the Board shall, by majority vote, elect a new Chair-Elect who shall serve the remaining term of the prior Chair-Elect.
3. Removal; Notice. An officer may be removed from office by a two-thirds majority vote of the members of the Board of Directors attending the meeting, provided that notice of the proposed removal has been sent to the Board of Directors at least fourteen (14) days prior to the vote.
4. Chair; Powers and Duties. The Chair shall be the chief executive officer of the Association and shall have general supervision over the business of the Association, subject to the control of the Board of Directors.

5. The Chair shall preside at all meetings of the Board of Directors. The Chair shall serve as a liaison between the Association and the Alumni Chapters, New College, and the New College Foundation, Inc. The Chair additionally shall perform such other duties as from time to time may be assigned to him by the Board of Directors.
6. Chair-Elect; Powers and Duties. The Chair-Elect shall preside over meetings of the Board of Directors in the absence of the Board Chair. The Chair-Elect shall designate another member of the Board of Directors to ensure that the minutes of the meeting are recorded and may exercise any other duties or responsibilities of the Chair until the Chair returns. The Chair-Elect shall work with the Chair to become sufficiently knowledgeable about the functions of the NCAA and its interactions with the Foundation and the College so as to be prepared to assume the role of Chair when called upon including attending the Foundation Board meetings to the greatest extent possible.

### **Article V – Committees**

1. Executive Committee. There shall be an Executive Committee, consisting of the Chair, the Chair-Elect, the Past Chair and the Chair of the Governance Committee, which shall meet, in person or by conference call, at all such times as it deems necessary between regular meetings of the Board of Directors. It shall possess and exercise the normal powers of the Board of Directors in the management of the business affairs of the Association, except that any action taken by the Executive Committee may be rescinded or modified by majority vote of the Board of Directors at its next meeting. The Chair shall preside over all meetings of the Executive Committee and shall report to the Board of Directors at each of its meetings upon all actions taken by the Executive Committee. The Executive Committee shall consult with the President of New College with respect to the business of the Association from time to time as the Executive Committee may deem reasonable and appropriate.
2. Governance Committee. There shall be a Governance Committee, consisting of at least three members, which shall meet in person or by conference call at all such times it deems necessary. It shall lead and assist the Board of Directors in reviewing and updating the role and responsibilities, composition, knowledge, effectiveness, and leadership of the Board of Directors. The Governance Committee shall additionally have responsibility for the supervision and conduct of the Board of Director appointments, pursuant to the provisions of Article III of these By-Laws. The Chair of the Governance Committee shall be elected by members of the Board of Directors to serve a two (2) year term.
3. Other Committees or Working Groups. The Board of Directors shall establish such other permanent or temporary committees or working groups as it from time to time deems appropriate.

4. Vacancies in Committee Leadership. If the chair of any committee steps down from that position or leaves the board prior to the end of their term as chair, the Executive Committee shall appoint an acting committee chair to serve until the next meeting when elections may be held.
5. At its discretion, the Executive Committee may appoint members of the Association to Working Groups for specific purposes and limited duration. At least ten (10) days before voting on whether to appoint a non Board member for a committee, the Executive Committee shall provide the member's name to the Board of Directors via email. The Executive Committee shall consider any responses from Board members regarding the member in making the decision as to appoint the member to a committee.

### **Article VI – General**

1. Amendment of By-laws; Notice and Limitations. These By-Laws may be amended at any meeting by a two thirds majority vote of the Board of Directors attending the meeting, provided that notice of the proposed amendment has been sent to members of the Board of Directors at least fourteen (14) days prior to the vote. No action shall be taken by amendment which would adversely affect the status of the Association or any affiliated body as an organization exempt from Federal income taxation under the Internal Revenue Code.
2. Agents and Representative. The Board of Directors may appoint such agents and representatives of the Association, with such powers and to perform such acts or duties on behalf of the Association as the Board may see fit, so far as may be consistent with these By-Laws, and to the extent authorized or permitted by law.
3. Exempt Activities. Notwithstanding any other provision of the By-Laws, no Director, officer, employee, or representative of this Association shall take any action, or carry on any activity by or on behalf of this Association, which would adversely affect the status of the Association or any affiliated body as an organization exempt from Federal income taxation under the Internal Revenue Code.
4. Dissolution. Upon any dissolution or winding up of the affairs of this association, whether voluntary or involuntary, the assets of the Association then remaining in the hands of the Board, after all debts have been satisfied, shall be distributed, transferred, conveyed, delivered and paid over, in such amounts as the Board may determine, or as may be determined by a court of competent jurisdiction upon the application of the Board, exclusively to charitable religious, scientific, literary, or educational organizations which then qualify for exemption from Federal income taxation under the Internal Revenue Code.