ARTICLE I
Name

This organization shall be known as the Carlow University Alumnae Association of Pittsburgh, Pennsylvania.

ARTICLE II
Purpose

The Alumnae Association Shall:

1. extend to Carlow Alumnae the opportunity for the continuing application of their liberal education to the needs of society;

2. provide a milieu for the exchange of intellectual, spiritual, cultural, and social interests; and

3. promote the interests of the University.

ARTICLE III
Membership

Section 1: Active Membership. Those holding Active Membership shall include graduates of Mount Mercy College, Carlow College and Carlow University. They shall be automatically admitted to membership upon graduation. Active members are entitled to all membership privileges, including the right to vote and to hold office.

ARTICLE IV
Meetings of the Membership

Section 1: Meetings. Meetings may be called at any time by the President or upon written request of ten members of the Association filed with the Director of Alumnae Relations.

Section 2: Notice. Notice of meetings shall be given at least ten (10) days prior to the meetings.

ARTICLE V
Finances

Section 1: Finances. The Alumnae Association shall be subsidized by the University through the Alumnae Relations Office.

Section 2: Funds. All funds generated by the Alumnae Association, except such funds that are needed for the day-to-day operations of the Association and unless otherwise specified, shall be allocated to the University for general operating expenses.
ARTICLE VI
Board of Directors

Section 1: Membership. The Board of Directors shall consist of: The President of the University, as Honorary Alumnae President; the Moderator; the Director of Alumnae Relations; the President of the Association, as Chairperson of the Board; the First Vice-President (president-elect); the Second Vice-President; the Secretary; the Representatives-at-Large, one for each decade and one Representative-at-Large for special programs; the Nominating Committee Chairperson; a Faculty Representative; the two past Presidents; two Student Representatives: preferably the President and Vice-president of the Student Government Association.

Section 2: Duties. The Board of Directors shall:
A. serve as the policy-making body of the Association;
B. direct the activities of the Association;
C. serve as a vehicle for communication between alumnae and the University; and
D. fill vacancies in office.

Section 3: Voting Privileges. Each member of the Board shall have voting privileges with the exception of the Honorary President, the Moderator, the Director of Alumnae Relations, the Faculty Representative, and student representatives.

Section 4: Term of Office. Elected members of the Board shall serve for the tenure of their office. Appointed and honorary members shall serve for the term of their appointment. (see Article VII for individual terms.)

Section 5: Meetings. The Board shall meet at least four (4) times annually and at any additional time upon the call of the Chairperson of the Board.

Section 6: Quorum. The presence of a majority of the voting members shall constitute a quorum for the transaction of business.

Section 7: Notice: Notice of any meeting of the Board of Directors shall have been duly provided if mailed to each member of the Board of Directors at least five (5) days prior to the date of any such meeting.

ARTICLE VII
Elected Board Members

Section 1: Number. The elected Board members shall be: the President, the First Vice-President (President-elect), the Second Vice-President, the Board Secretary, the Representatives-at-Large, and the Chairperson of the Nominating Committee.

Section 2: Eligibility. Any alumna holding Active Membership is eligible to hold any elected Board position.

Section 3: Duties. The duties of the elected Board members shall be as follows:

A. the Association President shall:
   1. serve as a public relations representative, and remain well informed about the programs and activities of the University and the Association;
2. be a supporter of Association programs;
3. in consultation with the First Vice-President and the Director of Alumnae Relations, prepare the agenda for, and preside at, all meetings of the Association Board of Directors;
4. call special meetings;
5. serve as an ex-officio member of all committees;
6. induct members of respective graduating classes into the Association;
7. serve as Association representative at all University ceremonies to which she or he is invited. In the event that the Association President is unable to attend, the First Vice-President or in turn the Second Vice President will attend. If neither is able, the President has the option of appointing a representative from among the members of the Board of Directors (in consultation with the Board of Directors);
8. meet with the University President at regular times during the year in order to keep informed about University programs, policies, events, activities and decisions;
9. work closely with the First Vice-President to establish goals and implement programs for each year, thereby acquainting the First Vice-President with the responsibilities of the Presidency;
10. evaluate programs on a regular basis, and consider their value in serving the needs of the University and the Association membership;
11. review with the Director of Alumnae Relations and Officers, all mailings and deadlines for each year;
12. serve on the Board of Directors for two (2) years following completion of her/his one (1) year term as President;
13. attend all meetings of the Board of Directors; and
14. perform all duties incident to the office of the President, and such other duties as may from time to time be prescribed by the Board; provided, however, that the custodial and ministerial duties of the office may be delegated to assistant officers or other employees or agents of the Association.

B. The First Vice-President (president-elect) shall:
1. serve as a public relations representative, and remain well informed about programs and activities of the University and the Association;
2. be a supporter of Association programs;
3. consult with the President and the Director of Alumnae Relations prior to every Board meeting;
4. assist the President and serve as Chairperson for all meetings in the President’s absence;
5. attend all meetings of the Board of Directors;
6. represent the Association, along with, or in place of, the President, at any University function to which she/he is invited;
7. complete term of President in the event the President is unable to fulfill her/his duties;

8. succeed to the Presidency upon completion of her/his one-year term as First Vice-President; and

9. perform all duties incident to the office of First Vice-President, and such other duties as may from time to time be prescribed by the Board; provided, however, that the custodial and ministerial duties of the office may be delegated to assistant officers or other employees or agents of the Association.

C. The Second Vice-President shall:
1. serve as a public relations representative, and remain well informed about programs and activities of the University and the Association;

2. be a supporter of Association programs;

3. serve for a term of two (2) years;

4. serve as Chairperson for all meetings when both the President and the First Vice-President are absent;

5. when and if a need arises for an ad hoc committee, and with the consensus of the Board, appoint a Chairperson for such a committee and help establish the goals and develop the programs of the committee;

6. serve as an ex-officio member of all ad hoc committees;

7. advise Board of wish to disband ad hoc committees and present such a motion to the Board;

8. represent the Association together with, or in place of the President and First Vice-President at any University function to which she/he is invited;

9. assume the Presidency if the First Vice-President is unable to do so and a new Second Vice-President will be appointed—this will be done “by majority vote of the voting members of the Board of Directors.” (see Article VII, Section 7: Vacancies);

10. attend all meetings of the Board of Directors; and

11. perform all duties incident to the office of Second Vice-President, and such other duties as may from time to time be prescribed by the Board; provided, however, that the custodial and ministerial duties of the office may be delegated to assistant officers or other employees or agents of the Association.

D. The Secretary of Board of Directors shall:
1. serve as a public relations representative, and remain well informed about programs and activities of the University and the Association;

2. be a supporter of Association programs;

3. serve for a term of two (2) years;

4. attend all meetings of the Board of Directors;
5. keep “minutes” at all Association Board meetings;

6. submit a copy of the “minutes” to the Alumnae Relations Office for duplication and distribution within one week after meeting of the Board of Directors;

7. perform all duties incident to the office of the Secretary, and such other duties as may from time to time be prescribed by the Board; provided, however, that the custodial and ministerial duties of the office may be delegated to assistant officers or other employees or agents of the Association.

E. The Representatives-at-Large (Decade and Special Programs Representatives) shall:
   1. attend all meetings of the Board of Directors

   2. serves a public relations representative, and remain well informed about programs and activities of the University and the Association;

   3. be a supporter of Association programs;

   4. serve for a term of two (2) years;

   5. be responsible for presenting to the Board the collective opinions of the Alumnae population they represent;

   6. be responsible for disseminating information by way of Class Representatives, from the Board to the Alumnae classes which they represent;

   7. establish a means by which the Board can exchange information with the respective Alumnae classes; and

   8. perform all duties incident to the office of Decade and Special Programs Representative-at-Large, and such other duties as may from time to time be prescribed by the Board; provided, however, that the custodial and ministerial duties of the office may be delegated to assistant officers or other employees or agents of the Association.

F. The Nominating Committee Chairperson shall:
   1. attend all meetings of the Board of Directors

   2. serves a public relations representative, and remain well informed about programs and activities of the University and the Association;

   3. be a supporter of Association programs;

   4. serve a term of one (1) year;

   5. be responsible for presenting a documented slate of candidates recommended by the Committee to the Alumnae Office at least ninety (90) days prior to the vote-tally date. To be determined at the first Fall meeting of the year.

   6. assure that, when selecting candidates for the office of Representative-at-Large, each designated division of Association membership shall be represented;

   7. notify the Nominating Committee at least three (3) weeks in advance of the time and place of the first nominating meeting;
8. notify the Nominating Committee of the specific offices for which nominating must be secured, and provide a description of those offices;

9. send to the Nominating Committee members copies of the by-laws governing nominations and the duties of offices to be filled; and

10. perform all duties incident to the office of Nominating Committee Chairperson, and such other duties as may from time to time be prescribed by the Board; provided, however, that the custodial and ministerial duties of the office may be delegated to assistant officers or other employees or agents of the Association.

Section 4: Nominations. Nominations for each office shall be made by the Nominating Committee. With the exception of candidates for the Nominating Committee, the slate presented may be a unanimous one. An additional name may be placed in nomination if ten (10) alumnae signatures appear on a special petition presented to the Nominating Committee thirty (30) days prior to the ballot mailing. These petitions may be secured at the Alumnae Office. The general Association shall be notified of the election calendar at least three (3) months prior to the date on which the votes are tallied.

Section 5: Elections. Elections shall be by mailed ballot. The ballots shall be sent to all Association members three (3) weeks prior to the day on which the votes are tallied. The “tellers” shall examine the ballots for their validity, count and record the votes, certify the results in writing and then submit the results to the Association President, who will announce the results within a reasonable time.

- The First Vice-President (President-elect) shall be elected annually.
- The Second Vice-President and half of the Representatives-at-Large (decade representatives for the 30’s, 50’s, 70’s and 90’s, etc.) shall be elected in odd-numbered years;
- The Board Secretary and the other half of the Representatives-at-Large (decade representatives for the 40’s, 60’s, 80’s, 00’s, and Special Programs) shall be elected in even-numbered years.
- Nominating Committee members are elected each year.

In the event of a tie vote, the names of only those candidates involved in the tie shall be written on paper and folded. The Chairperson of the Nominating Committee shall pull one of the names and that person shall be declared the winner of the election. If the Chairperson is one of the candidates involved in the tie, another member of the Nominating Committee shall draw the name, provided she/he, too, is not a candidate for the position in question.

All members of the Nominating Committee who are present at the voting tabulation, as well as the Director of Alumnae Relations should witness this tie-breaking process.

Section 6: Term of Office. The First Vice-President (President-Elect) shall serve one (1) year in that office and shall succeed to the Presidency in the second year of her/his term. All other elected Board members, except the Nominating Committee, shall serve a term of two (2) consecutive years. The Nominating Committee Chairperson shall serve one-year term. Elected Board members may serve only two (2) successive terms in any office.

Section 7: Vacancies. Vacancies in elected Board positions shall be filled by majority vote of the voting members of the Board of Directors as interim appointments.
ARTICLE VIII
Honorary and Appointed Board Members

Section 1: Number. The honorary and appointed Board members shall be: the President of the University as Honorary President; the Moderator and the Director of the Alumnae Relations, appointed by the University Administration; the Faculty Representative, appointed through the Faculty Senate; two representatives for the Carlow student community: preferably the President and Vice-President of the Student Government Association.

Section 2: Term of Office. Appointed Board members shall serve for the duration of their appointment as stipulated by the Board of Directors.

ARTICLE IX
Standing Committee

Section 1: The Nominating Committee shall:

a) Consist of four (4) members elected annually in the same manner as are the officers of the Association;

b) Be chaired by the elected member receiving the majority of votes in the Annual election (see Article VII, Section 3F);

c) Nominate candidates for the First Vice-President (President-elect) and the nominating Committee each year; Second Vice-President and half of the Representatives-at-Large in odd-numbered decade representatives (30, 50, 70, 90, etc..) years; Board Secretary and half the Representatives-at-Large in even numbered decade representatives (40, 60, 80, 00, special programs). Consent to serve, if elected, shall be obtained before placing a candidate’s name on the ballot;

d) Draft a list of alumnae who are possible candidates for office prior to the Nominating Committee meeting;

e) Strive to nominate candidates who will provide a representative cross section of the alumnae;

f) Describe to each potential candidate the duties of the office for which she/he is nominated, as listed in Article VII of these by-laws;

g) Assist the Nominated Chairperson in obtaining biographical data on each candidate in order to prepare the ballot; and

h) Assist the Nominating Chairperson in tallying votes and notifying candidates.

ARTICLE X
Ad Hoc Committees

Ad Hoc Committees shall be established upon the approval of the Board of Directors, and for such special tasks as circumstances warrant. Ad Hoc Committees shall limit their activities to the accomplishments of the task(s) for which they are established, and shall have no power to act, except as specifically conferred by the Board of Directors. Upon completion of the task(s) for which they were established, such Ad Hoc Committees shall stand discharged. Ad Hoc Committee
Chairpersons shall be appointed by the Second Vice-President of the Association with the approval of the Board of Directors.

**ARTICLE XI**
Class Representatives

Section 1:  **Class Representatives.** Class Representatives shall be enlisted to represent their classes for a period of one (1) year. At the end of the term, each representative shall be contacted about continuing in that role for another year.

Section 2  **Duties.** The duties of the Class Representatives shall be:

a) to serve as Carlow’s direct and personal contact with its Alumnae;

b) to assist in mailings to their respective classes (prepared by the Alumnae Relations Office and/or the Development Office);

c) to attend annual reunions;

d) to attend annual phonathons when held;

e) to attend Class Representatives’ annual meetings and additional meetings if necessary;

f) to convey class news to the Alumnae Relations Office;

g) to communicate Alumnae topics, problems, and considerations to their Representatives-at-Large (Decade Representatives Or Special Programs Representatives);

h) to attend reunion planning meetings (in the event that they are reunion year representatives); and

i) to attend reunion phonathons (after reunion brochures have been mailed out and before the response date has passed), inviting their classmates to attend the reunions. This responsibility pertains, however, only if the Class Representative is a reunion year class representative.

**ARTICLE XII**
Parliamentary Authority

In the absence of any by-law or standing rule to the contrary, the practices described in Robert’s Rules of Order shall apply at all meetings of this Association, its governing bodies and committees.

**ARTICLE XIII**
Amendment

These by-laws may be amended by the affirmative vote of two-thirds (2/3) of the members in attendance at a meeting called by the Board of Directors with at least three (3) weeks advance notice.