

BYLAWS OF
Saint James School
ALUMNI ASSOCIATION

I. Abbreviations and References

- A. The capitalized letters "SJSAA" shall refer to the Saint James School Alumni Association.
- B. The term "Alumni Council" or the capitalized letters "AC" shall refer to the governing body of the SJSAA, known as "The Alumni Council," and/or the officers and members of the board of directors of the SJSAA, as herein described.
- C. The terms "member" or "members" shall refer to members of the SJSAA.
- D. The terms "board member" or "board members" or "Board of Directors" and "director" or "directors" shall refer to the directors of the Alumni Council.
- E. The terms "SJS," "the school," "The School," or "Saint James" shall refer to the institution of Saint James School, St. James, Maryland or the physical location of Saint James School.
- F. The capitalized letters "CAS" shall refer to the Class Agent System.
- G. The words alumna, alumnae, alumnus and alumni refer to a graduate or graduates of Saint James, or a student or students of Saint James who attended for a minimum of one full academic year, whose class has graduated from Saint James, and who left the school in good academic and social standing.

2. Membership

A. Eligibility

Any person who is an alumna/alumnus of Saint James School is automatically a member of the SJSAA.

B. Voting

Each member of the SJSAA is entitled to one vote in any matter coming before the SJSAA for a vote of its members.

3. Meetings

A. Annual

- (1) Date: The date of the annual meeting of the AC and the SJSAA shall normally be the Saturday of Alumni Weekend.
- (2) Time: The time of the annual meeting shall be at the discretion of the AC.
- (3) Place: The annual meeting shall be held at Saint James School, or otherwise at such other location as may be designated by the AC.

(4) Notice: Notice of date, time and place of the annual meeting shall be made in writing by the AC through the Saint James School newsletter and other announcements from the School referable to Alumni Weekend. In no event will notice of the meeting be made less than 60 days prior to the date of the meeting.

B. Other

(1) Who may call: Meetings of the SJSAA may be called by a three-fourth's majority of the AC, acting on a motion calling for said meeting.

(2) Notice: Notice of a meeting called under this section shall clearly state the date, time and place of the meeting and shall be made to each member and the Headmaster in writing not less than 30 days prior to the date of said meeting.

C. Quorum

The members present shall constitute a quorum at any meeting of the SJSAA.

D. Adjournment

When a meeting of the SJSAA is adjourned to another time or place, notice of the adjourned meeting need not be given other than by announcement at the meeting at which adjournment is taken.

E. Format

Meetings shall be conducted under the Roberts Rules of Order.

4. Records

A. Safe-Keeping

All original, official records of the SJSAA and any governing body of officially constituted committees thereof shall be kept at Saint James School so as to protect the same from loss or damage. Records will be stored and maintained under the control of the director or head of the Development Office or equivalent member of the Saint James administration, who will advise the secretary of the Alumni Council of the location of the SJSAA records.

B. Copies- access

Any member of the SJSAA may obtain copies of SJSAA official records during regular business hours of the school or at such other times as may be convenient to the member and Saint James. Saint James may make a reasonable charge for copies, except that no charge will be made for copies provided pursuant to operations of the SJSAA.

5. The Alumni Council

A. Purpose:

Alumni Association Bylaws

The AC shall be the governing body of the SJSAA and shall establish policies and initiate programs and activities which further the purpose of the SJSAA as defined in the Articles of Incorporation and otherwise as may serve to advance the interests of the School and fellowship among members of the SJSAA.

B. Awards:

The AC shall be responsible for approving the following awards:

- (1) *Alumni Award*: The AC shall annually select by consensus an Alumnus or Alumna for the Alumni Award. The selection will be made from among names recommended by the Headmaster, the Development Director, the AC, and by other members of the SJSAA. When considering an alum for nomination, particular emphasis should be placed on the criteria of service to Saint James School - such as active service as a Class Agent, Trustee, or Alumni Council member, and/or active leadership with Alumni Weekend planning, Annual Fund and/or other alumni events.
- (2) *The Exceptional Service Award*: The AC shall annually consider honoring an individual for the Exceptional Service Award. Nominees must have provided exceptional service to the School and its Alumni, although such individuals were neither Alumni nor faculty of the School. The award shall be presented at the discretion of the Alumni Council, but nominations will be considered on an annual basis.
- (3) *The Kerfoot Society for Distinguished Faculty Award*: The AC shall annually consider honoring an individual for indoctrination in the Kerfoot Society for Distinguished Faculty. The award shall be presented at the discretion of the Alumni Council, but nominations will be considered on an annual basis. The Society was established to recognize faculty who have distinguished themselves above and beyond the call of duty. The Kerfoot Society for Distinguished Faculty was originally suggested by Jeremy H. Biggs '54 when he served as President and Chairman of the Board of Trustees. He expressed that "a good part of the soul of the school is, and always has been, the wonderful and long-serving faculty, who have been important to its history and to the lives of its students." Nomination and selection criteria includes:
 - a. Performing his or her duties in an outstanding manner
 - b. Being of strong moral character and serving as a positive influence on students.
 - c. Serving as a mentor to his or her students.
 - d. Showing dedication and loyalty to the school community.
 - e. Exhibiting outstanding service as a coach and/or providing exemplary service as an advisor for non-athletic activities (examples: yearbook advisor, Mummies' Society advisor, etc.)
 - f. Must have served Saint James School for a minimum of 10 years.
 - g. Must be retired or no longer on staff
 - h. Nomination is open to teachers and librarians.

C. Meetings:

- (1) *Regular*: The AC will meet no less than 4 times each calendar year. The annual meeting shall normally be on the same day as the meeting of the SJSAA; and at least three other meetings will usually be scheduled to fall in the period between September 1st and April 15th on dates to be announced by the president at or before the annual meeting.
- (2) *Other Meetings*: Other meetings may be called at the pleasure of the Executive Committee.
- (3) *Notice*: The date, time and place of meetings of the AC shall be announced in writing to each director of the AC no less than 60 days in advance for regular meetings and not less than 10 days in advance for other meetings.
- (4) *Absences*: The AC may adopt such policies regarding attendance at meetings as may best suit its purposes, provided the same are introduced as a motion at a regular meeting, are affirmed by a majority vote of the AC, and are entered in the minutes of the AC.

D. Fiscal Year

The fiscal year of the AC will begin on the day following the conclusion of Alumni Weekend and will end at the conclusion of the next Alumni Weekend.

E. Quorum

The quorum for the AC shall be in accordance with Roberts Rules of Order.

F. Directors

The membership of the Alumni Council shall be comprised of not more than 16 Directors.

- (1) *Eligibility*: Any member on the SJSAA is eligible to become a director of the AC.
- (2) *Voting*: Voting shall be in accordance with the provisions of Roberts Rules, with the Council President, unless he has previously cast a vote on the subject, voting in case of a tie of voting members present.
- (3) *Term*: The term of service for a director is 3 years. A year of service is concurrent with the fiscal year as defined in 5C. above, except in the case of directors elected to fill a Vacancy--Other (see (5) below). For purposes only of determining completion of terms of service for such directors, the term of service shall commence with the beginning of the fiscal year closest to the date of their election.
- (4) *Term Limit*: A director shall not serve more than 2 terms consecutively (six years).

- (5) *Vacancy* - Completion of term: When a vacancy exists on the AC on account of completion of a term of service, the Nominating Committee usually shall, by the annual meeting, name a candidate or candidates to fill said vacancy(s).

Vacancy -- Other: When a vacancy exists on the AC, for any reason other than completion of a term of service, the Nominating Committee may name a candidate or candidates who shall serve as directors, subject to an affirmative vote of a majority of the AC, until the next annual meeting of the SJSAA, at which time said candidates will automatically be nominated and subject to provisions of 5.E.(6) Election of directors, below.

- (6) *Election of Directors:* Directors shall be elected at the annual meeting of the SJSAA. The SJSAA shall elect directors from nominees provided by the Nominating Committee in accordance with the above paragraph 5.E. (5) *Vacancy* and otherwise from any member of the SJSAA, provided the same is made in writing to the Nominating Committee no later than the first of February of the current year.

- (7) *Retirement:* A director will be retired from service by whichever of the following events first occur:

- a. Completion of the second consecutive term of service, or,
- b. Non-attendance at more than 2 regular meetings of the AC in the same fiscal year, without prior notice, or,
- c. A vote of retirement by one-half or more of the entire membership of the AC, or
- d. Failure to comply with such policies regarding attendance as are established under 5.B.(4) Meetings above.
- e. The director elects retirement.

- (8) *Senior Prefect:* The Senior Prefect will be invited to serve as an ex-officio member of the AC during his or her sixth form year.

F. Officers

The officers of the corporation shall be the president, vice president, secretary, treasurer and such other officers with such powers and duties as may be determined by the directors and approved by a majority vote of the members present at a meeting of the SJSAA, as provided in Sections 3.A & B. (Meetings), above.

- (1) *Eligibility:* Officer positions shall be open only to directors of the AC.
- (2) *Term:* The term of service for an officer is one year. A year of service is concurrent with the fiscal year as defined in 5 C. above, except in the case of officers elected at a meeting other than the annual meeting. For

purposes only of determining completion of terms of service for such officers, the term of service shall commence with the beginning of the fiscal year closest to the date of election.

- (3) *Term Limits:* Directors may serve in any office for no longer than their terms of service as directors of the AC.
- (4) *Nominations:* Candidates for officer positions shall be nominated only by members of the AC before the annual meeting of the AC. A candidate need not be present at the meeting to be nominated.
- (5) *Elections:* Election of Officers for the next fiscal year shall take place immediately upon completion of nominations, in a manner and form prescribed by the Nominating Committee.

Officer Positions:

- (6) *President:* The president shall preside at all meetings of members of the SJSAA and/or directors of the AC, and shall have and exercise general charge and supervision of the affairs of the same. The president is, automatically, an ex-officio and non-voting member of all committees except the nominating committee, which committee shall not include the president as a member. The president votes in accordance with the procedures established in Roberts Rules. The president will prepare meeting agendas. The president is automatically the AC's representative before the Board of Trustees, but may assign this responsibility to an appointee. The president assigns meeting dates for the upcoming year during or before the annual meeting.
- (7) *Vice President:* At the request of the president or in the event of his absence or disability, the vice president shall perform the duties and exercise the powers of the president and shall have such other powers as the board of directors may determine. The vice president is automatically the chair of the Nominating Committee.
- (8) *Secretary:* Normally, unless another council member is so designated by the President, the Secretary will act as parliamentarian for the conduct of meetings under Roberts Rules of Order in accordance with the Saint James School Alumni Association Bylaws. The secretary keeps the minutes of AC meetings and shall maintain a copy of the records and proceedings of the SJSAA and the AC, which are contemporary with the secretary's term of service or necessary and incidental to fulfillment of the secretary's office. The secretary will maintain a list of members and their terms of service and will advise the nominating committee, no later than the regular meeting before the annual meeting, of vacancies which shall occur due to completion of term.
- (9) *Treasurer:* The treasurer shall account for all funds, property and securities of the SJSAA and the AC, which are contemporary with the treasurer's term of service or necessary and incidental to fulfillment of

the treasurer's office, and subject to such policies and procedures as may be established by the AC.

G. Committees

- (1) *Eligibility and terms*: Except as specifically prescribed, membership on a committee shall be open to any member of the SJSAA.
- (2) *Concurrent Service*: Unless specifically prescribed by action of the directors, or otherwise limited by these Bylaws, there shall be no limit on the number of committees on which a director may serve.
- (3) Permanent Committee:

a. Executive Committee:

Members: The Executive committee shall consist of the president, vice president, secretary and treasurer of the AC.

Purpose: The Executive Committee shall be empowered to make decisions on behalf of the AC in response to exigencies or otherwise so as to afford orderly, continuous and timely conduct of affairs of the AC and support of Saint James operations and events including: the Annual Fund, other fund raising projects, alumni weekend, the *Alumni Award*, operation of the Class Agent System and such matters as may otherwise be brought before the AC.

Accountability: At every meeting of the AC, the Executive Committee shall provide a written summary of its actions and appropriate documentation of any expenditures made or authorized by it since the last meeting of the AC.

Term: All members of the Executive Committee shall serve for a period of one year, commencing with the beginning of the fiscal year as defined in 5.C. above. The newly elected committee shall be constituted at the conclusion of the current fiscal year. No member may serve beyond his or her term as a Director.

b. Nominating Committee:

Members: The Nominating Committee shall consist of the vice president, who shall be chair of the committee; a director appointed by consensus of the AC and ratified by the SJSAA; and a director appointed by the Headmaster.

Purpose: The Nominating Committee will select candidates for directors, validate other nominations for directors and officers and have general supervisory authority over the conduct and methods of nominating and electing directors and officers.

Accountability: The committee will keep accurate written records of terms of service, vacancies, nominations and elections noting the

names of nominees and directors and officers elect, the manner of nomination and/or election, tabulation of votes, and results of elections.

Appointment: Candidates to fill vacancies on this committee shall be selected whenever vacancies occur, or by the Annual meeting when Officer elections taking effect would require such change.

Term: All members of the Nominating Committee shall serve until retirement, or, in the case of the vice president, until a change in officer position.

Vacancy: The AC shall act to fill vacancies on any permanent committee as soon as it becomes aware that a vacancy shall occur or has occurred.

(4) Other Committees

a. Formation

At the direction of the president or upon a majority vote of the AC, the president shall establish such other committees as may best further the interests of the AC.

b. Governance and Authority

Committees established under this section shall operate and derive authority from written description covering the purpose, accountability, means by which membership on the committee is granted or achieved and terms of service. Nothing in the written description of committees established under this section will conflict with the provisions of these bylaws.

(5) Class Agent System

Purpose: The AC will work with the Development Office or equivalent office to develop, maintain and administer a system of Class Agents which shall have the following purposes:

- a. To form a strong identity between alumni and the school through frequent peer communication and promotion of school activities;
- b. To perpetually increase the percentage of alumni who contribute to the school and the average amount contributed;
- c. To promote Saint James as a valid contemporary educational alternative and identify and refer prospective students;
- d. To promote opportunities for fellowship and provide personal support to alumni, their survivors and family.

Chair: The committee with oversight for the CAS is a permanently functioning committee though membership thereon may be selected

annually as required. The Chair may serve a term concurrent with the director's term on the AC, so long as appointment or election to other duties or positions on the Council, which in the judgment of the Council, or the Director, would not potentially introduce conflict or dilute the ability of the member to perform all duties efficiently. This term of service will otherwise be subject to all conditions and restrictions applying to directors as described in 5.E. above

Responsibilities and Powers: The CAS chair will work closely with the executive committee, development office or equivalent office of the school and Class Agents to develop strategies, goals, programs and specific procedures in furtherance of the goals of the CAS and in support of the school's development priorities. The chair will be the AC's principal contact with the Class Agents and the Class Agents' principal contact with the AC and will be empowered to act on behalf of either with respect to operations of the Class Agent System. The chair will submit periodic written reports to the AC covering the status of the Class Agent System and its progress in its meeting goals.

Agents: Agents will be appointed by the CAS Chair to carry on work of the CAS subject to the following:

- a. A candidate must be a regular financial contributor to the annual fund;
- b. A candidate must be an alumnus/na of Saint James;
- c. Agents serve in perpetuance until retired by the AC or Chair of Class Agents or until electing retirement.

H. Money

Money belonging to the SJSAA and/or the AC, shall be held for the benefit of the same by Saint James School in accounts which serve the convenience and purpose of Saint James and the SJSAA and/or the AC. *Withdrawal of funds shall be authorized by the Council, recorded in the minutes, and administered by the Director of Development in conformity with normal banking procedures and by parties so authorized by the Council and by the Saint James School administration to handle such funds.*

6. Precedent

The provisions of the Constitution and Bylaws of The Association of the Alumni of the College of Saint James, founded in 1849, and the Articles of Incorporation and Bylaws of the Saint James Alumni Association, founded in 1980, are hereby incorporated into these bylaws and amendments to them, which shall be controlling where any disagreement or conflict exists.

7. Other:

- A. Receiving, holding and investing trust property

Within the scope of the corporate purposes and subject to Maryland statutes, (relating to trusts for charitable, educational, religious and other uses) the corporation may take, receive and hold real and personal property, including the principal and interest of any money or other fund that is given, conveyed, bequeathed, devised to or otherwise vested in the corporation in trust for a purpose consistent with the purposes set forth in its Articles. Except where the trust instrument prescribes otherwise, the corporation may invest trust property or its proceeds in accordance with Maryland statutes. All benefits from such fiscal activities shall be devised by the AC to Saint James School through the Development Office and/or Business Office.

B. Voting upon stock of other corporations

Unless otherwise ordered by the AC, the members of the Executive Committee shall have the power on behalf of the SJSAA, to vote either in person or by proxy at any meeting of stockholders of any corporation in which the SJSAA may hold stock, and at any such meeting shall possess and may exercise all of the rights and powers incident to the ownership of such stock which, as the owner thereof, the SJSAA might have possessed and exercised if present. The Board of Directors may confer like powers upon any other person and may revoke any such powers at its pleasure.

C. Amendments of Bylaws

The bylaws may be amended by the Board of Directors in its discretion; provided, that any amendment made by the Board of Directors may be repealed by the affirmative vote of a majority of the members of the SJSAA.