Vermont Academy Alumni Association Bylaws

Article 1: Name and Purpose
Section 1: The name of the organization shall be the Vermont Academy Alumni Association (“Association”).

Section 2: The purpose of the Association shall be to strengthen and support Vermont Academy (“Academy”) through the cultivation of an engaged, informed, and inspired alumni community. In pursuit of this purpose, the Association shall:
- Bring Academy alumni together to advance the interests and welfare of the Academy;
- Foster strong bonds among alumni and between alumni and the Academy;
- Promote alumni involvement in the life of the Academy including alumni programs and activities, annual giving, and general support of the Academy; and
- Communicate regularly with members and share positive Academy news.

Article 2: Membership
Section 1: Any person who has matriculated at the Academy shall be considered a general member of the Association.

Section 2: A designee of the Advancement Office shall serve as a non-voting ex-officio member of the Association.

Section 3: Honorary membership may be extended to those persons who have not matriculated but who have made extraordinary contributions to the Academy.
- Candidates for honorary membership must receive unanimous approval from the Alumni Council (“Council”). Upon Council approval, the candidate shall be submitted to the Advancement Office for final approval.
- Honorary members are non-voting members of the Association.
iii. Honorary members are not eligible for Association Executive Committee ("Executive Committee") or Council membership.

Article 3: Suffrage
Section 1: All general members of the Association shall be entitled to vote for the Association Executive Committee members and Council members.

Section 2: Voting may take place electronically, by mail, conference call, in-person, or any combination thereof, as determined by the president, vice president, and secretary of the Association, in consultation with a designee of the Advancement Office.

Section 3: A simple majority of the total votes cast shall prevail.

Section 4: Nine general members present at a meeting of the Association shall constitute a quorum.

Article 4: Association Calendar
Section 1: The terms of the Executive Committee members and of the Council members shall be July 1 through June 30, inclusive.

Section 2: The fiscal year of the Association shall be from July 1 through June 30, inclusive.

Article 5: Association Officers Responsibilities
Section 1: Association President. The Association President shall:
   i. Facilitate all Association and Council meetings;
   ii. Provide oversight of Alumni Council members;
   iii. Ensure progress is made toward Council goal achievement and track said progress;
   iv. Communicate regularly with Association membership; and
   v. Serve as an ex-officio voting member of the Academy’s Board of Trustees as designated in the Board of Trustees bylaws and provide regular reports regarding Board of Trustee meetings to Association membership.

Section 2: Association Vice President. The Association Vice President shall:
   i. Provide oversight of Council committees by assisting chairs with goal setting, ensuring progress is made toward goal achievement, and tracking said progress;
   ii. Oversee special projects as assigned;
iii. In the absence of the president, fulfill the responsibilities and exercise the powers of the president; and
iv. Automatically become president at the expiration of the term of the incumbent president.

Section 3: Association Secretary. The Association Secretary shall:
   i. Keep an accurate record of Association and Council proceedings;
   ii. Notify Council members of Council and Association meetings;
   iii. Distribute Association and Council meeting minutes; and
   iv. Track Association and Council meeting attendance.
   v. Solicit and compile committee reports from committee chairs in advance of each Association meeting and submit such reports to the Executive Committee no less than three (3) business days prior to Association meetings.
   vi. Assist, as needed, with the preparation of a Council report for submission prior to Board of Trustee meetings.

Article 6: Association Executive Committee
Section 1: An executive committee (“Executive Committee”) comprised of the Association Officers and two additional at-large members appointed by the president from among Council membership shall, with guidance from an Advancement Office designee, be responsible for overseeing the activities of the Association and the Alumni Council.

Section 2: The executive committee shall be responsible for setting Association and Alumni Council meeting agendas, facilitating meetings, distributing meeting notes, setting goals, communicating with Association membership, appointing Council members to Association committees, administering all activities, and acting on behalf of the Association between Association meetings as needed. The executive committee shall report all actions taken to the Council in a timely manner.

Section 3: Executive committee members and an Advancement Office designee shall be invited to attend all committee meetings.

Section 4: All general Association members who are not Academy employees are eligible to be Executive Committee members.

Section 5: Association members must be active members of the Council and must have served at least one (1) year as a Council member before becoming eligible for executive committee roles.
Section 6: Association Executive Committee members shall be elected to their roles no fewer than 10 days prior to the commencement of the terms specified in Article 4, Section 1 of these bylaws.

Section 7: Executive Committee members shall serve a term of one (1) year in their role.

Section 8: No individual may serve consecutive terms as president, or as vice president, or as secretary, and no individual may serve in an office previously held until at least one year has elapsed since they have been an officer of the Association.

Article 7: Association Meetings
Section 1: Meetings of the Association may be held electronically, by mail, conference call, in-person, or any combination thereof.

Section 2: An annual meeting of the Association shall be held during Reunion.

Section 3: Special meetings may be called by the president, by the vice president, or by any five members of the Council.

Section 4: All members of the Association shall be invited to attend Association meetings via written notice sent via email, US mail, or similar means. Notice shall be issued at least five (5) business days prior to all Association meetings.

Section 5: A simple majority of the total votes cast shall be sufficient to adopt any resolution.

Section 6: The most current edition of Roberts Rules of Order shall govern the conduct of Association meetings unless they are in conflict with the bylaws. Should a conflict arise, these bylaws shall prevail.

Section 7: Fifteen (15) general members present at a meeting of the Association shall constitute a quorum.

Article 8: Alumni Council
Section 1: The business and affairs of the Association shall be administered by the Council in collaboration with the Advancement Office and the Executive Committee.

Section 2: Membership and Eligibility
i. All general members of the Association who are not employees of the Academy are eligible to be Council members.

ii. Members of the Council, excluding ex-officio members, shall be elected by Association membership except in the case of mid-year vacancies as indicated in Article 10, Section 6.

iii. Ex-officio membership, with no voting rights, shall be granted to the co-presidents of the Vermont Academy Student Association, the Annual Giving Committee Chair, and an Advancement Office designee.

iv. Effective July 1, 2026, the Council shall consist of no fewer than twelve (12) and no more than twenty-one (21) voting members.

Section 3: Responsibilities. Members of the Council shall:

i. Support Vermont Academy with an annual gift and encourage Association members to do the same.

ii. Attend all Council meetings unless there are extenuating circumstances, and regularly attend Association and committee meetings.

iii. With fellow Council members, assume an active leadership role in the Association, working with Advancement staff to plan, market, implement, and review programs and activities consistent with the Academy’s vision and mission. This includes contributing to programs that give visibility to the Association and the Academy.

iv. Serve on at least one standing committee, actively participate in committee meetings, and take on committee leadership roles as appointed by the Executive Committee.

v. Support Academy activities and programs through personal attendance, volunteer efforts, and promotion to Association members.

vi. Assist the Bylaws and Nominations committee in the identification of alumni to serve on the Council, on committees, as class representatives, and in other volunteer roles.

vii. Review and respond to correspondence from Executive Committee and fellow Council members in a timely fashion.

viii. Actively advocate for the Academy with friends, acquaintances, prospective students, and fellow Association members.

Section 4: Council Meetings & Attendance

i. The Council shall meet at least four (4) times each year.
ii. If a Council member is unable to attend a meeting, said member must notify the Executive Committee no less than two business days in advance of the meeting.

iii. After two absences in an Association annual calendar year, an individual may be removed from membership by a two-thirds vote of the Executive Committee.

Section 5: Suffrage
i. All Council members, except ex-officio members, are eligible to vote on any matter duly brought before the Council.

Section 6: Quorum
i. One-third of all Council members must be present at a meeting to constitute a quorum.

ii. Council meetings may be conducted without a quorum but a quorum must be achieved for voting purposes.

Section 7: Terms of Office
i. Council members shall be elected to serve a three-year term of office.

ii. Council members may serve no more than two consecutive terms.

iii. No Association member may serve on the Council if they have served two (2) consecutive terms on the Council unless at least one year has elapsed since the conclusion of the individual’s most recent term. For the purposes of this subsection, the existing term of any individual serving on Council at the time of the adoption of these Bylaws shall be considered a first term, regardless of the individual’s actual length of tenure on the Council.

Article 9: Committees
Section 1: The Council shall conduct regular business through standing and ad-hoc committees.

Section 2: The executive committee shall appoint all committee members, except the Advancement Office designee, and shall appoint the committee leadership. All committee members shall serve a term of one (1) year.

Section 3: Committee leadership shall consist of a chair, vice-chair, and secretary.
Section 4: Committee Leadership Roles

i. The chair shall be responsible for facilitating all committee meetings, shall work with the Executive Committee to set and track goals, and shall ensure the productivity of the committee. The chair shall submit a committee report to the Council secretary at least ten days prior to each Association meeting. Additional reports may be requested prior to Board of Trustees Meetings.

ii. The vice-chair shall support the chair in all duties and, in the absence of the chair, fulfill the responsibilities and exercise the powers of the chair.

iii. The secretary shall be responsible for keeping an accurate record of committee proceedings, distributing meeting minutes, and assisting the chair with the preparation of committee reports as needed.

Section 5: Committee membership shall be comprised of Council members, Association members, and an Advancement Office designee.

Section 6: Committees shall meet regularly so as to advance the mission of the Association and support the goals of the Council and the committee.

Section 7: Standing committees shall be:

i. Bylaws & Nominations
   a. Review Association bylaws annually and recommend necessary amendments as needed.
   b. Oversee and conduct the Council nomination process as described in Article 10.

ii. Class Representatives
   a. Support the Academy’s Advancement Office by providing oversight and guidance for the Class Representative program.
   b. Assist in efforts to recruit, train, and motivate Class Representatives.
   c. Identify strategies to successfully engage class representatives.
   d. Conduct regular outreach to Class Representatives.
   e. Encourage Class Representative participation in the annual giving.

iii. Events
   a. Generate innovative event ideas to engage Association membership with the Academy and one another.
   b. Assist in the development and implementation of events as needed.
   c. Encourage Council membership to sponsor affinity gatherings based on student involvements, athletic teams, common interest, etc.
iv. Recognition
   a. Provide oversight of the Florence R. Sabin Class of 1889 Distinguished Alumni Award selection committee.
   b. Identify new opportunities to recognize Vermont Academy alumni.
   c. Annually recommend to the Council for approval one representative to serve as an at-large member of the Vermont Academy Athletic Hall of Fame selection committee.

Section 8: Ad-Hoc committees may be formed by the Executive Committee as needed.

Article 10: Alumni Council Nominations

Section 1: In advance of the conclusion of each Association year, members of the Bylaws and Nominations Committee shall conduct Council membership elections.

Section 2: Nominations shall be solicited for the Association vice president and secretary as well as any open Councilor positions via Association-wide communications.

Section 3: Members of the Bylaws and Nominations Committee shall confirm nominee interest prior to a ballot vote by Association membership.

Section 4: An electronic vote shall take place two (2) weeks prior to the beginning of the Association year per Article 6, Section 6.

Section 5: Executive Committee and Council members shall be announced at the Association's annual meeting during Reunion.

Section 6: Mid-Term Vacancies
   i. Should a vacancy occur in any position prior to the expiration of its term, the Bylaws and Nominations Committee shall solicit Council membership for nominations.
   ii. Candidates must be presented to the full Council during a regularly scheduled meeting and approved by a 2/3 vote of members present.
   iii. Members elected mid-term may serve out the remainder of the vacated term.
   iv. If the term being filled was vacated with less than half the term remaining, the tenure shall not be counted as a term for the purposes of Article 8, Section 7. If more than half the term remained, the tenure shall be counted as a term for the purposes of Article 8, Section 7.
Article 11: Political Activity
No substantial part of the activities of the Association or Council shall be the carrying on of propaganda, or otherwise attempting to influence legislation. The Association and Council shall not participate or intervene in any political campaign on behalf of any candidate for public office or Academy office.

Article 12: Adoption
These bylaws shall become effective upon approval by two-thirds of Association members casting a vote.

Article 13: Amendments
A two-thirds vote of those Association members casting a vote shall be necessary to incorporate amendments into these bylaws.

Adopted: October 20, 2021