

**CONSTITUTION
OF THE
ALUMNAE & ALUMNI OF GOUCHER COLLEGE (AAGC)**

ARTICLE I - NAME

The name of this organization shall be the Alumnae & Alumni of Goucher College ("the AAGC").

ARTICLE II - PURPOSE

The purpose of the AAGC is to promote the interests of Goucher College ("College") and to foster among alumnae and alumni an attachment for their Alma Mater.

ARTICLE III - RELATIONSHIP WITH GOUCHER COLLEGE

Section 1. Relationship. The relationship between the AAGC and the College is set forth in the Memorandum of Understanding By and Between Alumnae & Alumni of Goucher College and Goucher College ("MOU") as executed by the parties on March 29, 2005. The AAGC shall abide by the terms of the MOU. Pursuant to the MOU, the AAGC is an entity of the College, subject to College oversight.

Section 2. College Designee. The Assistant Vice President for Development and Alumnae/i Affairs (or such other person as the College may designate) ("the College Designee") shall be responsible to the AAGC Board of Directors ("the Board of Directors" or "the Board") and to the College. The College Designee shall be an *ex officio* member, without vote, of the Board of Directors and of all committees of the AAGC.

ARTICLE IV - MEMBERSHIP

Section 1. Eligibility. All graduates of the College and all former undergraduate or graduate students who have completed at least two semesters of study in any College program shall be members of the AAGC. Only members shall be eligible to serve as Officers, Directors, or Alumnae/i Trustees.

Section 2. Notices. Any member wishing to receive AAGC notices, including but not limited to notices related to elections and amendments to this Constitution, shall be responsible for providing to the AAGC his or her current addresses for regular mail and electronic mail. Each member shall be deemed to have consented to receiving notices by electronic mail unless he or she provides written notice to the Secretary or College Designee expressly requesting that he or she receive notices by regular mail. The Secretary shall provide notices required under this Constitution by regular mail or electronic mail, except that members who expressly request notices by regular mail shall receive notices by regular mail.

ARTICLE V - MEETINGS

Section 1. Annual Meeting. The AAGC shall convene an annual meeting at the College, with the date and time to be fixed by the President. The Secretary shall send to all members notice of the date, hour and place of the meeting not later than thirty days before the day appointed for the meeting.

Section 2. Special Meetings. The President may call special meetings. Upon written request by twenty members filed with the Secretary or College Designee, the President shall call a special meeting. The Secretary shall provide notice, stating the business to be transacted, to each member of the AAGC not less than fourteen days before the date set.

Section 3. Quorum. Fifty members shall constitute a quorum at an annual meeting or special meeting.

Section 4. Minutes. The Secretary shall make minutes of each meeting available to all members of the AAGC by mail, by publication in *The Goucher Quarterly*, or by electronic distribution or publication.

ARTICLE VI - OFFICERS

Section 1. Offices. The Officers of the AAGC shall be a President, a Vice President and a Secretary. They shall assume office on July 1 following election.

Section 2. Terms. Each Officer shall be elected to a single two-year term. A member appointed to complete an Officer's unexpired term is eligible for election to a single consecutive two-year term for the same Office. Upon completion of his or her two-year elected term, the Secretary is eligible for election to a consecutive two-year term as Vice President or President. Upon completion of his or her two-year elected term, the Vice President is eligible for election to a consecutive two-year term as President. Upon completion of his or her two-year elected term as President, a one-year sabbatical is required before the President is eligible for election as an Officer or Director or for appointment to complete the unexpired term of an Officer or Director.

Section 3. Duties. Officers are members of the Board and in addition shall have the following duties:

a. The President shall preside at all meetings of the AAGC and the Board of Directors and shall be Chair of the Executive Committee and an *ex officio* member of all other committees except the Nominating Committee, of which the President is not a member. The President shall perform all other duties incident to the Office.

b. The Vice President shall act as administrative assistant to the President and, in the temporary absence or disability of the President, shall assume presidential duties.

c. The Secretary shall keep the minutes of the meetings of the AAGC, Board of Directors, and Executive Committee and shall have such other duties as are related to the Office. The Secretary may, with the consent of the designee and the President, designate a Director or College staff member to perform any responsibilities that this Constitution assigns to the Secretary.

Section 4. Vacancies.

a. In case of a vacancy in the Office of President, the Vice President shall become President.

b. In case of a vacancy in the Office of Vice President or Secretary, the President, with the approval of the majority of the Executive Committee, shall appoint the replacement.

c. The Board of Directors may remove an Officer by two-thirds vote of Board members present and voting at a regular or special meeting.

ARTICLE VII - BOARD OF DIRECTORS

Section 1. Voting Members. The management of the AAGC shall be vested in a Board of Directors consisting of the Officers, three Alumnae/i Trustees, and twelve Directors. The Directors shall assume office on July 1 following election. At least one Director shall be an alumna or alumnus of a Goucher College Graduate Degree Program. The Fund Chair and the Facilitator of the Nominating Committee shall be *ex officio* members of the Board, with vote.

Section 2. Non-Voting Members. The following persons are *ex officio* members of the Board, without vote: the College Designee; the editor of *The Goucher Quarterly*; other full-time College staff with responsibilities relative to alumnae/i affairs; the president of the senior undergraduate class; the president of the Student

Government Association or such other student whom the Student Government Association may appoint as liaison; and a member of the faculty whom the Faculty Council may select as liaison.

Section 3. Directors' Terms. Each Director shall be elected for a single three-year term. The terms of the twelve Directors shall be staggered, such that four shall be elected each year. A member appointed to fill the unexpired term of an elected Director shall be eligible for election to a single consecutive three-year term. Upon the expiration of a Director's elected term, a one-year sabbatical is required before he or she is eligible for election as a Director, or for appointment to complete the unexpired term of another Director; no sabbatical is required for the Director to be eligible to become an Officer or an Alumna/us Trustee.

Section 4. Vacancies Among Directors.

a. In the event of a vacancy among the Directors, the President, with the approval of the majority of the Executive Committee, shall appoint a replacement.

b. In the event of a Director's two consecutive unexcused absences from the Board's meetings, the President may, with the approval of the majority of the Executive Committee, deem that Director to have resigned.

c. The Board of Directors may remove a Director by two-thirds vote of Board members present and voting at a regular or special meeting.

Section 5. Meetings. The Board of Directors shall meet at least three times each year, with the dates, places, and times to be fixed by the President. The President may excuse a Director or Officer's absence or permit a Director or Officer to attend by telephone or other remote means. The President may call special meetings; the President shall call a special meeting upon written request of six voting members of the Board. The Secretary shall provide at least thirty days' notice of a regular meeting, and at least fourteen days' notice of a special meeting. Ten voting members of the Board of Directors shall constitute a quorum.

ARTICLE VIII- ALUMNAE/I TRUSTEES

Section 1. Representation. In accordance with the provisions of the Charter and Bylaws of Goucher College, the AAGC is represented by three of its members on the Goucher College Board of Trustees (Board of Trustees). Each year, in accordance with Article XII of this Constitution, the AAGC shall forward to the Board of Trustees one or more nominees for consideration for election to the open three-year term as Alumna/us Trustee. No alumna/us who is a full-time member of the faculty or staff of Goucher College shall be eligible.

Section 2. Vacancies. In the event that a vacancy arises among the Alumnae/i Trustees, or in the event that the Board of Trustees rejects the AAGC's nominees, the Nominating Committee shall forward one or more replacement nominees to the Board of Trustees.

Section 3. Senior Alumna/us Trustee. At each regular meeting of the Board of Directors, the longest tenured Alumna/us Trustee ("the Senior Alumna/us Trustee") shall present a report regarding the proceedings of the Board of Trustees. Each year, the Senior Alumna/us Trustee shall chair a committee that recommends to the Executive Committee one or more recipients of the AAGC Award for Excellence in Public Service; the President shall appoint the members of that committee.

ARTICLE IX - THE GREATER GOUCHER FUND

Section 1. Purpose. There shall be a Greater Goucher Fund, the purpose of which shall be to promote annual giving to the College..

Section 2. Chair. The Vice President for Development and Alumnae/i Affairs (or his or her designee), in consultation with the AAGC President, shall select a member to serve a single two-year term as Chair of the Greater Goucher Fund. The Chair may be, but need not be, a member of the Board of Directors, except that the President shall not be eligible.

ARTICLE X - THE GOUCHER QUARTERLY

Section 1. Purpose. *The Goucher Quarterly* shall be an official publication of the College and the AAGC. Its purpose shall be to keep members informed about the College and about fellow alumnae/i.

Section 2. Editor. The editor shall be appointed by the College Designee and shall be responsible to the College Designee and to the College.

ARTICLE XI - COMMITTEES

Section 1. Executive Committee. The Executive Committee shall consist of the Officers, one Alumna/us Trustee selected by the President, and five Directors selected by the President. The College Designee shall be an *ex officio* member without vote. This committee shall carry on the business of the Board between meetings. It shall meet at the call of the President or upon written request of four of its members. The Secretary shall make a complete report of such meetings at the next meeting of the Board of Directors. Five members shall constitute a quorum.

Section 2. Nominating Committee. The voting members of the Nominating Committee shall consist of nine members of the AAGC from nine different classes, with each member serving a single three-year term. The terms of the nine directors shall be staggered, such that three shall be elected each year. In the event of a vacancy, the President shall appoint a replacement. Five voting members shall constitute a quorum. The immediate past president of the AAGC, or such other person whom the President may appoint, shall serve as the non-voting facilitator for the Nominating Committee.

Section 3. Other Committees. The Board may from time to time create such other committees as it sees fit.

ARTICLE XII – ELECTIONS

Section 1. Slate of Nominees. At least forty-five days before the annual meeting, the Nominating Committee shall submit to the Executive Committee a slate consisting of four candidates for Directors, three candidates for the Nominating Committee, one or more candidates for Alumna/us Trustee, and, in alternating years, one candidate for each Office. Each candidate must consent to his or her nomination. At least fifteen days before the annual meeting, the Secretary shall provide to the AAGC members notice setting forth (a) the slate of candidates; (b) the date, time, and place of the annual meeting; and (c) the procedure for nominating opposing candidates.

Section 2. Opposing Candidates. If a member of the AAGC not appearing on the slate wishes to stand as a candidate for one of the open positions, he or she must, at least ten days before the annual meeting, submit to the Secretary or the College Designee a petition, signed by twenty other members of the AAGC, identifying the particular candidate whom he or she wishes to oppose.

Section 3. Election Procedure. In the absence of a timely petition under the prior section, the Secretary shall forward the nominees for Alumnae/us Trustee to the Board of Trustees, and the other slate candidates shall

begin serving their terms on the July 1 following the annual meeting. Contested elections shall be resolved at the annual meeting by plurality vote of those members present and voting.

ARTICLE XIII - PROCEDURE

The rules contained in Robert's *Rules of Order Revised* shall govern the AAGC in all cases to which they are applicable and in which they are not inconsistent with this Constitution.

ARTICLE XIV - AMENDMENTS

Section 1 Regular Review. At least once during a President's elected term, the Executive Committee shall review this Constitution to recommend to the Board any necessary amendments.

Section 2. Proposing Amendments. The Board may propose amendments to this Constitution by two-thirds vote of Board members present and voting at a regular or special meeting. Any member of the AAGC may propose an amendment by submitting to the Secretary or the College Designee a petition, signed by forty other members of the AAGC, at least sixty days before the annual meeting. At least fifteen days before the annual meeting, the Secretary shall provide to the AAGC members notice of any proposed amendments.

Section 3. Ratification. The AAGC may ratify proposed amendments by two-thirds vote of those members present and voting at an annual meeting.

Adopted by the Alumnae & Alumni of Goucher College on June 11, 2005 and amended on April 28, 2007 and April 24, 2010.