

BYLAWS  
of  
THE ASSOCIATE ALUMNAE OF DOUGLASS COLLEGE

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BYLAWS  
of  
THE ASSOCIATE ALUMNAE OF DOUGLASS COLLEGE

ARTICLE I

NAME

The name of this Association, incorporated under the Laws of the State of New Jersey, shall be the Associate Alumnae of Douglass College, herein referred to as the Association.

ARTICLE II

MISSION

The Associate Alumnae of Douglass College (“AADC”) develops and promotes connections among Douglass alumnae by providing programs, services, networks and life-long learning opportunities that represent the interests and needs of our diverse alumnae. The AADC provides prudent stewardship of the Douglass Fund and other endowed funds held by the AADC for the benefit of Douglass; distributions from these funds contribute financial support to Douglass and her students.

ARTICLE III

POLICIES

Activities of the Association shall be subject to the following: the conditions of the Certificate of Incorporation, the requirements of the Internal Revenue Code applicable to an organization exempt from federal income tax under Section 501 (c) (3), applicable state and federal law pertaining to non-profits and these Bylaws.

The Board of Directors shall also adopt Policies and Procedures that shall serve to help implement the governance of the Association as described in these Bylaws.

ARTICLE IV

MEMBERSHIP

Section 1. REGULAR MEMBERS

- a. GRADUATES. Regular members of the Association shall include graduates of the New Jersey College for Women and Douglass College. Regular members shall also include women who met the particular requirements for being designated a student at Douglass Residential College at the time she graduated from an undergraduate school of Rutgers University (New Brunswick).

- b. NON-GRADUATES. A non-graduate who earned a certain minimum number of academic credits while attending the New Jersey College for Women or Douglass College or Douglass Residential College and/or who met other requirements as described in paragraph (c) below may become a regular member of the Association at the time the class in which she first matriculated graduates if she contacts the Association and requests membership.
- c. The Board of Directors shall from time to time review and establish the minimum number of credits and/or other requirements to qualify as a regular member of the Association under paragraph (b) and shall document these requirements in the Association's Policies and Procedures. However, no such Board action shall disqualify a woman who previously qualified as a regular member.

## Section 2. ACTIVE MEMBERS

A regular member who contributes to such funds and in such amounts as may be determined by the Board of Directors and documented in the Association's Policies and Procedures shall be an active member for the fiscal year in which the contribution is made and for the following fiscal year.

## Section 3. HONORARY MEMBERS

The Board of Directors may designate non-alumnae as Honorary Members of the Association.

## Section 4. RIGHTS OF REGULAR MEMBERS AND ACTIVE MEMBERS

All regular members and active members may receive certain AADC communications and may participate in certain programs, services, networks and learning opportunities that support the mission of the Association, as determined by the Board of Directors from time to time. The Board of Directors may decide to offer additional communications, programs, services, networks and learning opportunities. Access to these and potential fees for same may differ among regular members and categories of active members, based on criteria documented in the Association's Policies and Procedures.

All active members also have certain voting rights as described in subsequent provisions of these Bylaws.

## Section 5. USE OF THE TERMS "DOUGLASS COLLEGE" AND "DOUGLASS"

In all subsequent Articles of these Bylaws, the terms "Douglass College" and "Douglass" shall encompass New Jersey College for Women, Douglass College and Douglass Residential College unless specifically stated otherwise.

## ARTICLE V

### OFFICERS

#### Section 1. ELECTIVE AND APPOINTIVE OFFICERS

- a. **ELECTIVE OFFICERS.** Elective officers shall be: President, Vice President for Administration, Vice President for Development, Vice President for Marketing and Communications, Vice President for Alumnae Relations, Secretary and Treasurer. These officers shall be active members of the Association and shall perform the duties prescribed by these Bylaws and such other duties as described in the Policies and Procedures of the Association. Elective officers shall serve for a term of two years and shall not be elected to the same office for more than two consecutive full terms. No active member may simultaneously hold more than one officer position.
- b. **APPOINTIVE OFFICERS.** The Executive Director shall be a salaried appointive officer and shall hold office at the discretion of the Board of Directors.

#### Section 2. DUTIES

##### a. PRESIDENT

1. **CHIEF OFFICER AND PRESIDING OFFICER.** The President shall provide leadership to the Board of Directors and the Association by guiding and monitoring its role in fulfilling the mission of the organization as stated in Article II of these Bylaws. She serves as the principal Board contact with the Executive Director in executing the mission of the Association.

The President shall preside over meetings of the Association, including meetings of the Board of Directors, Executive Committee, and the Alumnae Council.

The President shall serve as a Co-Trustee of the Douglass Fund along with the Executive Director and another member of the AADC Board of Directors as required by the "Agreement among Rutgers, The State University of New Jersey, the Rutgers University Foundation, the Associate Alumnae of Douglass College and the Douglass Fund" dated July 20, 2016 (hereinafter referred to as the "Agreement") and by the "Amended and Restated Declaration of Trust for the Douglass Fund" dated July 20, 2016 (the "Declaration of Trust"). The President shall appoint and the Board shall confirm such member of the AADC Board to serve as the third Co-Trustee, as required by the Declaration of Trust. Also as required by the Declaration of Trust, the President shall serve as a member of the Douglass Fund Committee; she shall appoint one active member of the Association under its Bylaws to serve on this Committee for a term of one year; and she shall, with the Dean of Douglass Residential College, jointly appoint another active member of the Association under its Bylaws to serve on this Committee for a term of one year.

The President shall have overall responsibility for the Association's adherence to the Agreement and any renewals thereof, and together with the Co-Trustees of the Douglass Fund for adherence to the terms of the Declaration of Trust; she shall report to the AADC Board on such matters. She shall also perform other duties as required by the Agreement.

2. EX OFFICIO STATUS. The President shall serve as an ex officio member of all Association Departments and committees except the Nominating Committee.
3. REPRESENTATIVE OF THE ASSOCIATION. The President participates in and represents the Association at various meetings and events such as those sponsored by the Association, Douglass Residential College, Rutgers University or other organizations as appropriate.
4. EMERGENCY ACTION. The President may take or authorize emergency action for the Association as she deems necessary, subject to the provisions of these Bylaws, after securing the approval of a majority of the voting members of the Executive Committee.
5. OTHER DUTIES. The President shall also perform other duties as described in subsequent provisions of these Bylaws.

b. VICE PRESIDENTS

1. The Vice Presidents shall be the Vice President for Administration, the Vice President for Development, the Vice President for Marketing and Communications and the Vice President for Alumnae Relations.
2. Each Vice President shall be the chair of her respective Department and shall approve the members of her Department.
3. Each Vice President shall be an ex officio member of all committees within her Department and committee chairs shall report to her.
4. Vice Presidents shall make regular reports and recommendations to the Executive Committee and the Board related to their areas of responsibility and shall make reports to the Alumnae Council at each regular meeting.

c. TREASURER

1. RESPONSIBILITY. The Treasurer shall be responsible for reviewing the financial affairs of the Association, including but not limited to monthly and annual financial statements, revenues and expenses compared to budget, and financial audit reports.
2. EX OFFICIO MEMBER. The Treasurer serves as an ex officio member of the Department for Administration and the Investment Committee.

3. REPORTS. The Treasurer shall make regular reports on the financial affairs of the Association to the Executive Committee and the Board of Directors and make recommendations for appropriate action. She shall also provide an annual financial report to the Alumnae Council.

d. SECRETARY

The Secretary shall be responsible for recording the minutes of the Association's meetings and ensuring their accuracy. These meetings include those of the Board of Directors, the Executive Committee and the Alumnae Council. She shall oversee the orderly retention and maintenance of the records of the Association including the aforementioned minutes and related Board resolutions, and the Association's Certificate of Incorporation, Bylaws and Policies and Procedures.

e. EXECUTIVE DIRECTOR

1. RESPONSIBILITY. The Executive Director as chief executive officer shall be responsible to the Board of Directors for executing its directives, for acting as an official liaison for the Association with the College, the University and the public, and for carrying out business transactions in the name of the Association within the framework of its stated mission and plans. She shall work closely with the President in performing these duties.

The Executive Director shall serve as a Co-Trustee of the Douglass Fund, as required by the Agreement and the Declaration of Trust. She also serves as an ex officio, non-voting member of the Douglass Fund Committee, as required by the Declaration of Trust.

The Executive Director shall have responsibility for assuring that the day-to-day operations of the Association adhere to the terms of the Agreement. She shall report back regularly to the President, the Executive Committee and the Board of Directors about such matters.

She shall be custodian of the corporate seal.

2. MANAGEMENT. The Executive Director shall manage the Alumnae Office with the support of her staff. She shall direct the work of all employees with the objective of fulfilling the stated mission, strategy, plans and policies of the Association.
3. ADVISORY ROLE. The Executive Director shall serve as advisor to the Board of the Association on all matters relating to fulfilling the mission of the Association. She shall provide information and analysis to the Board to facilitate timely and informed decisions.
4. EX OFFICIO STATUS. The Executive Director is a non-voting ex officio member of all Departments and committees.

### Section 3. VACANCIES AND TEMPORARY ABSENCES

- a. **PRESIDENT.** When a vacancy occurs in the office of President, the Vice President for Administration shall become Acting President until the next regular annual election when a candidate shall be elected to fill the unexpired term of the President.
- b. **ACTING PRESIDENT.** When a vacancy occurs in the office of Acting President, the Vice President for Development shall become Acting President. The Vice President for Alumnae Relations shall be third in succession and the Vice President for Marketing and Communications shall be fourth in succession.
- c. **OTHER ELECTIVE OFFICERS.** When a vacancy occurs in any other elective office, the President, with the approval of the Board, shall appoint an active member of the Association to serve the remainder of the term.
- d. **TEMPORARY ABSENCES.** The Vice President for Administration shall act for the President in the event of the President's absence or her inability to perform her duties. The Vice President for Development shall act for the President in the absence of the President and the Vice President for Administration. The Vice President for Alumnae Relations shall act for the President in the absence of the President, the Vice President for Administration and the Vice President for Development. The Vice President for Marketing and Communications shall act for the President in the absence of the President and the three other Vice Presidents.

### Section 4. ELECTION OF OFFICERS

- a. **SELECTION OF CANDIDATES**
  1. The Board of Directors shall choose the slate of candidates for election of officers from a slate prepared by the Nominating Committee and from any nominations from the floor of the Board of Directors meeting.
  2. The President, Vice President for Administration, and the Treasurer shall be elected in one year. The Vice President for Development, the Vice President for Alumnae Relations, the Vice President for Marketing and Communications and the Secretary shall be elected in the next year.
  3. All officers shall be Graduates as defined in Article IV, Section 1 of these Bylaws and all candidates shall be active members of the Association.
  4. The officers shall be elected by a simple majority of the votes cast by the active members of the Association.

- b. **BALLOTS**

By March 1, the Executive Director shall send to the active members of the Association a ballot listing the names of candidates for officer positions and providing for write-in candidates. The Association may define Policies and Procedures for sending and accepting electronic ballots or other means of voting to the extent permitted by law.

By April 1, ballots shall be returned to the Executive Director. The President shall appoint two tellers who are active members of the Association who shall tabulate and certify the results. In the event of a tie, there shall be another vote by ballot of those voting members physically present at the next Alumnae Council meeting.

The President shall announce the results of the election at the next Alumnae Council meeting.

## ARTICLE VI

### ALUMNAE COUNCIL

#### Section 1. PURPOSE

The Alumnae Council shall serve as a forum for the discussion of Association policy and activity with the objective of strengthening the ability of the Association to fulfill its mission.

#### Section 2. MEMBERSHIP

- a. **VOTING MEMBERS.** Voting members shall be all class officers; two representatives from each regional group and network recognized as a formal group by the Board of Directors; all members of the Board of Directors; current members of the Nominating Committee; chairs of Standing Committees, Special Committees, and Committees established by Departments; alumnae members of Departments; and past presidents of the Association. Notwithstanding the foregoing, all voting members must be active members of the Association as defined in Article IV, Section 2, and each voting member shall be entitled to one vote.
- b. **NON-VOTING MEMBERS.** Non-voting members shall include members of the Association staff (unless they otherwise meet the definition of voting members), and active members of the Association who are not voting Alumnae Council members and who choose to attend the Alumnae Council meetings.
- c. **SELECTED GUESTS.** The Board of Directors or other voting members of the Alumnae Council may request, at least five days in advance, the attendance of guests who are not active members of the Association at regularly scheduled meetings of the Council, with the understanding that the President must approve such requests in advance; guests cannot vote and will be excused from confidential discussions unless the President requires their participation.

#### Section 3. TERM OF MEMBERSHIP

Each voting member shall serve for the term of the office or committee or group or network membership that entitles her to membership in the Alumnae Council.

#### Section 4. DUTIES AND POWERS

- a. RECOMMENDATIONS. The Council may make recommendations to the Board of Directors on matters of Association policy and activity. The Board of Directors must consider such recommendations.
- b. ELECTION OF NOMINATING COMMITTEE. The voting members of the Council shall elect a Nominating Committee by majority vote from a slate prepared by the outgoing Nominating Committee. This slate shall also designate a chair of the Committee. Nominations from the floor of the Council may be accepted with the written consent of the nominee. The five candidates with the greatest number of votes shall be elected.
- c. DUTIES OF THE NOMINATING COMMITTEE. Each year the voting members of the Council shall elect six representatives to the Board of Directors for a term of two years from a slate of Douglass graduates prepared by the Nominating Committee; these graduates must be active members of the Association. Nominations from the floor of the Council may be accepted with the written consent of the nominee. In addition, each year the Nominating Committee will present to the Board of Directors a slate of candidates as required for elective officer positions.

#### Section 5. MEETINGS

Meetings of the Council shall be held at least twice each fiscal year and shall be open to all active members of the Association as well as Selected Guests as described in Section 2 c. The first meeting, the Annual Business Meeting, shall be held no later than November 30 on a date to be fixed by the Board of Directors.

Special meetings may be called by the President. Special meetings must be called by her following the written request of 25 active members of the Association.

Notice of the time and place of each meeting and of the business to come before it shall be sent to each active member of the Association for whom the Association has contact information at least two weeks before the meeting.

#### Section 6. QUORUM

Twenty-five voting members of the Alumnae Council shall constitute a quorum.

### ARTICLE VII

#### BOARD OF DIRECTORS

##### Section 1. PURPOSE

The Board of Directors shall determine the strategy and objectives of the Association consistent with its stated mission, develop and adopt the

Policies and Procedures of the Association and manage the property and affairs of the Association.

The Board of Directors shall receive reports on ongoing operations from the President, Executive Director and other officers of the Association and take action as required.

## Section 2. MEMBERSHIP

- a. VOTING MEMBERS. The voting members of the Board of Directors shall include the elected officers of the Association and twelve active members elected as representatives of Alumnae Council. The AADC Annual Appeal Chair and the Alumnae Engagement Chair shall also be ex officio voting members of the Board.
- b. NON-VOTING MEMBERS. The Executive Director shall be a non-voting ex officio member of the Board.
- c. RUTGERS UNIVERSITY BOARD OF TRUSTEES REPRESENTATIVES ON THE ASSOCIATE ALUMNAE OF DOUGLASS COLLEGE BOARD
  1. The Executive Committee may appoint up to two Douglass alumnae who are serving on the Rutgers University Board of Trustees to serve as non-voting ex officio members of the Board of Directors of the Associate Alumnae of Douglass College.
  2. The Trustees Representatives on the AADC Board shall keep the Board advised of non-confidential Rutgers Board of Trustees matters that are relevant to the Association.
- d. GUESTS. The President shall invite the Dean of Douglass Residential College or her chosen representative to give updates on the current activities and future plans of the College at each open session of regular Board of Directors meetings. The President may also invite other guests to discuss particular topics of interest.

## Section 3. TERM OF OFFICE AND ELECTIONS

- a. VOTING MEMBERS
  1. ELECTED OFFICERS. Elected officers shall be elected by the active membership in accordance with Article V, Section 4, and shall serve for their terms of office.
  2. REPRESENTATIVES OF THE ALUMNAE COUNCIL. Representatives of Alumnae Council shall be elected by the Council in accordance with Article VI, Section 4 c, for a term of two fiscal years. They shall not be elected for more than two consecutive full terms.
  3. APPOINTIVE VOTING MEMBERS. The Annual Appeal Chair and the Alumnae Engagement Chair shall be voting members of the Board and shall serve for the duration of their appointments.

b. NON-VOTING MEMBERS.

The Executive Director and the Rutgers University Board of Trustees representatives shall serve for the duration of their appointments or duties.

Section 4. RESIGNATIONS

A member of the Board of Directors may resign at any time by submitting a letter of resignation to the President of the Association. The President may resign from her position by addressing her resignation to all members of the Executive Committee of the Board.

Section 5. VACANCIES

When a vacancy occurs on the Board of Directors among the elected officers (with the exception of the President) or among the representatives elected by the Alumnae Council, the President, with the approval of the Board of Directors, shall appoint an active member of the Association to serve the remainder of the term.

Section 6. MEETINGS

a. REGULAR MEETINGS

1. FREQUENCY. Five regular meetings shall be scheduled at appropriate intervals in each fiscal year, one of which may be waived at the discretion of the President in consultation with members of the Executive Committee.
2. NOTICE. A schedule of meeting dates shall be announced at the beginning of each fiscal year.

b. SPECIAL MEETINGS

1. NEED FOR MEETING. Special meetings may be called by the President or shall be called by her at the written request of one-third of the voting members of the Board of Directors.
2. NOTICE. Notice of the time, place and purpose of each special meeting shall be given to members at least two days before the meeting.

c. VOTING PROCEDURES

1. ACTION ITEMS. Action items, including Board resolutions, shall be approved by the members of the Board by a simple majority vote of Board members present who constitute a quorum, with the exception of actions described in Article XIII and Article XIV of these Bylaws.
2. UNANIMOUS CONSENT. The members of the Board of Directors may vote on routine matters by written unanimous consent in lieu of a vote taken at a regular or special meeting of the Board. The Board may also vote by written unanimous consent on other matters that have been previously discussed at regular or special Board meetings. Email or

other electronic means may be used to obtain unanimous written consent to the extent permitted by law.

## Section 7. CONFIDENTIALITY AND CONFLICT OF INTEREST

All Board members are required, at the beginning of each fiscal year, to sign Board-approved versions of the Confidentiality and Conflict of Interest Statements contained in the Association's Policies and Procedures in order to participate fully in discussions and decisions and otherwise meet their responsibilities as Board members. All matters discussed during closed sessions of the Board shall be deemed confidential.

Any member of the Board of Directors or other person who has an actual or potential conflict of interest with regard to a matter that is to be discussed or acted upon at a meeting of the Board of Directors or any committee or Department thereof shall disclose the circumstances surrounding such conflict of interest to the meeting and shall not vote upon such matter. Such conflict shall not be limited to pecuniary interest. In addition, if participation by a member of the Board of Directors or other person in a meeting may create or further a conflict of interest, such member of the Board of Directors or other person shall, at the request of the President, the chair of the committee or Department, or a majority of those members of the Board of Directors in attendance, leave the meeting for the duration of the discussion or action constituting the conflict of interest.

Prior to taking a vote on any motion presented to the Board of Directors or any committee or Department thereof that could create an actual or potential conflict of interest, the President, her designee, or the chair of the committee or Department shall ask that any person who has an actual or potential conflict identify herself at that time.

## Section 8. QUORUM

A simple majority of the voting members shall constitute a quorum of the Board.

## Section 9. EXECUTIVE COMMITTEE OF THE BOARD OF DIRECTORS

The Executive Committee shall be a Standing Committee of the Board of Directors.

### a. DUTIES.

The Executive Committee shall carry out the business of the Association between meetings of the Board of Directors and shall perform other such duties described in these Bylaws. All significant actions taken by the Executive Committee shall be reported to all members of the Board prior to or at the next regular Board meeting.

The Executive Committee shall oversee the appointment/hiring of the Executive Director of the Association on behalf of the Board of Directors and shall review the performance and compensation of the Executive Director at least annually.

b. MEMBERS

The elected officers of the Association shall be the voting members of the Executive Committee. The Executive Director shall serve as a non-voting ex officio member of the Executive Committee.

In addition, the members of the Executive Committee may name another non-officer Board member to serve as a non-voting member of the Committee for a term of one year.

c. TERM OF OFFICE

Officers shall serve for the duration of their term of office.

d. QUORUM

A simple majority of the voting members shall constitute a quorum.

Section 10 – INDEMNIFICATION

a. RIGHT TO INDEMNIFICATION

1. Unless in a particular case indemnification would jeopardize the Associate Alumnae of Douglass College's (hereinafter referred to as "Association") tax exempt status under Section 501(a) of the Internal Revenue Code or result in the Association's failure to be described in Section 501(c)(3) of the Internal Revenue Code, and except as prohibited by law, each officer, director, or employee of the Association shall be entitled as a right to be indemnified by the Association against reasonable expenses and any liability paid or incurred by such person (i) in the defense of any Action to which such person is a party or (ii) in connection with any other Action; provided, however, such indemnification shall only be available if the officer, director, or employee acted in good faith and in a manner which she reasonably believed to be in or not opposed to the best interest of the Association, and with respect to any criminal Action, the officer, director, or employee had no reasonable cause to believe the conduct was unlawful, and provided, however, that in the event of a settlement, the indemnification herein provided shall apply only when the Association's Board of Directors approves such settlement.
2. The Board of the Association may, by resolution, designate an officer, director, employee, or agent of the Association similarly entitled to indemnification benefits with respect to service performed for the Douglass Fund under the Declaration of Trust.
3. As used here, the word "Action" shall mean any action, suit or proceeding, arbitration proceeding and/or Alternative Dispute Resolution ("ADR") proceeding, administrative, investigative or otherwise, (i) to which officer, director, or employee is a party (other than an action by the Association), or (ii) in connection with which such officer, director, or employee is not a party but is a witness, subject to investigation or otherwise involved, in either case by reason of such person being or having been an officer, director, or employee of the Association.

4. As used in this bylaw section, "indemnitee" shall include each officer, director, or employee, as referenced above, of the Association; "liability" shall include amounts of judgments, excise taxes, fines, penalties and amounts paid in settlement; and "expenses" shall include reasonable fees and expenses of counsel incurred by the indemnitee only if the Association has not at its expense assumed the defense of the action on behalf of the indemnitee with reputable and experienced counsel selected by the Association.
- b. **RIGHT TO ADVANCEMENT OF EXPENSES.** Unless in a particular case advancement of reasonable expenses would jeopardize the Association's tax exempt status under Section 501(a) of the Internal Revenue Code or result in the Association's failure to be described in Section 501(c)(3) of the Internal Revenue Code, every indemnitee shall be entitled as a right to have her reasonable expenses in defending any Action paid in advance by the Association, as incurred, provided that the Association receives a written undertaking by or on behalf of the indemnitee to repay the amount advanced if it should ultimately be determined that the indemnitee is not entitled to be indemnified for such expense.
- c. **NON-EXCLUSIVITY; NATURE AND EXTENT OF RIGHTS.** The rights to indemnification and advancement of reasonable expenses provided for in this Resolution shall (i) not be deemed exclusive of any other rights to which any indemnitee may be entitled, (ii) be deemed to create contractual rights in favor of each indemnitee who serves as an officer, director, or employee of the Association at any time while the Association's Bylaws are in effect (and each such indemnitee shall be deemed to be so serving in reliance of the indemnity provision), and (iii) continue as to each indemnitee who has ceased to have the status pursuant to which she was entitled or was designated as entitled to indemnification under this indemnity provision and shall inure to the benefit of the heirs and legal representatives of each such indemnitee.
- d. **INSURANCE.** The Association may choose to purchase insurance with respect to providing the indemnification described in paragraphs a through c.

## ARTICLE VIII

### DEPARTMENTS AND COMMITTEES

#### Section 1. DEPARTMENTS

The Departments shall be the Department for Administration, the Department for Development, the Department for Alumnae Relations and the Department for Marketing and Communications.

##### a. THE DEPARTMENT FOR ADMINISTRATION

1. **COMPOSITION.** Members of the Department for Administration shall include the Vice President for Administration; at least four other active members of the Association who shall be approved by the Vice President for Administration; and the President and the Treasurer, who shall serve as ex officio members.

2. TERM OF OFFICE. Members of the Department for Administration shall be appointed annually.
3. DUTIES. The Department for Administration shall be responsible for reviewing the operations and administrative functions of the Association, in accordance with the objectives and plans of the Board of Directors. These functions include, but are not limited to, preparation of budgets and financial reports, legal and regulatory compliance, human resources, systems/database management and governance policies. The Vice President for Administration may establish administrative committees and approve chairs who are active alumnae. Each committee chair shall approve the members of her committee.
4. VACANCIES. The Vice President for Administration shall approve an active alumna to fill the unexpired term of a Department member.

b. THE DEPARTMENT FOR DEVELOPMENT

1. COMPOSITION. Members of the Department for Development shall include the Vice President for Development, the chair of the AADC Annual Appeal, the chairs of any other fundraising committees and others as may be approved by the Vice President.
2. TERM OF OFFICE. Members of the Department for Development shall be appointed annually.
3. DUTIES. The Department for Development shall be responsible for ensuring the creation and implementation of a development program, including annual fund raising and other development activities, in accordance with the objectives and plans of the Board of Directors. The Vice President for Development shall work closely with the AADC Annual Appeal Chair and with the Executive Director and her staff.

The Vice President for Development may establish development committees and approve chairs who are active alumnae. Each committee chair shall approve the members of her committee.

4. VACANCIES. The Vice President for Development shall approve an active alumna to fill the unexpired term of a Department member.

c. THE DEPARTMENT FOR ALUMNAE RELATIONS

1. COMPOSITION. Members of the Department for Alumnae Relations shall include the Vice President for Alumnae Relations, the Alumnae Engagement Chair, the chairs of program-related committees and others who may be approved by the Vice President.
2. TERM OF OFFICE. Members of the Department for Alumnae Relations shall be appointed annually.
3. DUTIES. The Department for Alumnae Relations shall be responsible for ensuring the development and implementation of programs, services, networks and lifetime learning opportunities that represent the interests and needs of our diverse alumnae, in accordance with the objectives

and plans of the Board of Directors. The Department for Alumnae Relations is also responsible for cultivating alumnae volunteers and alumnae groups and networks that support the Association's mission. The Vice President for Alumnae Relations shall work closely with the Alumnae Engagement Chair and the Executive Director and her staff.

The Vice President for Alumnae Relations may establish program committees and approve chairs who are active alumnae. Each chair shall approve the members of her committee.

4. VACANCIES. The Vice President for Alumnae Relations shall approve an active alumna to fill the unexpired term of a Department member.

d. THE DEPARTMENT FOR MARKETING AND COMMUNICATIONS

1. COMPOSITION. Members of the Department for Marketing and Communications shall include the Vice President for Marketing and Communications, the chairs of marketing, public relations and communications-related committees and others as may be approved by the Vice President.
2. TERM OF OFFICE. Members of the Department for Marketing and Communications shall be appointed annually.
3. DUTIES. The Department for Marketing and Communications shall be responsible for overseeing a marketing/communications program, in accordance with the objectives and plans of the Board of Directors, that describes and promotes the mission of the Association to Douglass alumnae and other interested parties and keeps alumnae informed of AADC activities, programs and events. This program includes but is not limited to Association publications, websites, social media vehicles and promotional and other public relations materials.

The Vice President for Marketing and Communications may establish marketing, public relations and communications committees and approve chairs who are active alumnae. Each committee chair shall approve the members of her committee.

4. VACANCIES. The Vice President for Marketing and Communications shall approve an active alumna to fill the unexpired term of a Department member.

Section 2. NOMINATING COMMITTEE

The Nominating Committee shall be a standing committee of the Alumnae Council.

- a. COMPOSITION. Members of the Nominating Committee shall be two members of the Board of Directors other than current elected officers, two voting members from Alumnae Council who are not members of the Board of Directors, one active member of the Association who is not a voting member of Alumnae Council at the time of her election, and the Executive Director who shall serve as a non-voting ex officio member.

- b. **TERM OF OFFICE.** Members of the Nominating Committee shall be elected for a term of one year at the second regular meeting of the Alumnae Council.
- c. **DUTIES.** The Nominating Committee shall prepare slates of candidates as required for all elective positions in accordance with Article V, Section 4 a and Article VI, Sections 4 b and c. The slate of candidates for officer positions shall be presented to the Board of Directors for its approval at a regular Board of Directors meeting.
- d. **VACANCIES.** The President, with the approval of the Board of Directors, shall appoint an active alumna to fill the unexpired term.

### Section 3. INVESTMENT COMMITTEE

The Investment Committee shall be a Standing Committee of the Board.

- a. **COMPOSITION.** Voting members of the Investment Committee are the President and the Treasurer of the Association, who serve as ex officio members, and up to nine other active members of the Association chosen for their expertise in this area. The Executive Director is a non-voting ex officio member of the Investment Committee.
- b. **TERM OF OFFICE.** The President, Treasurer and the Executive Director will serve for the terms of their respective offices or appointment. Other members shall serve for a term of two years and such terms may be renewed.

The President shall select a chair of the Committee.

- c. **DUTIES.** The Investment Committee shall be responsible for overseeing the management of the pooled investment funds of the Association and The Douglass Fund, including setting investment policy guidelines, selecting and monitoring the performance of any third-party investment manager(s), and monitoring adherence to the agreed Investment Policy Statement. The Committee will provide periodic reports to The Douglass Fund Trustees and the AADC Board on investment strategy and investment results.
- d. **VACANCIES.** The President shall appoint an active alumna to fill an unexpired term of a member of the Committee.

### Section 4. OTHER STANDING COMMITTEES

The Board of Directors may create other Standing Committees from time to time, consistent with the strategy and needs of the Association.

### Section 5. SPECIAL COMMITTEES

- a. **CREATION.** The necessity, purpose and duration of Special Committees shall be determined by the Board of Directors, the Executive Committee, the Alumnae Council or the President.
- b. **DUTIES.** Special Committees shall carry out those duties prescribed by the creating authority in the charter for such Committees and shall report back regularly to the creating authority.

Members and coordinators of special committees shall be named at the direction of the creating authority, for a term of one year or less

- c . VACANCIES. The creating authority shall approve an alumna to fill an unexpired term.

## ARTICLE IX

### CLASSES

#### Section 1. ORGANIZATION AND RECOGNITION

A class is a recognized class of the Association upon graduation from New Jersey College for Women, Douglass College, or in the case of DRC students upon graduation from an undergraduate college of Rutgers University (New Brunswick). A class shall conduct its business within the framework of the Bylaws and Board-approved Policies and Procedures of the Association.

#### Section 2. ELECTION OF OFFICERS

Officers shall be elected upon graduation for a term of five years and every fifth year thereafter. Officers may be a president, co-presidents, vice president, co-vice presidents, secretary, treasurer, fund agent, historian, and representative to Alumnae Council. All class officers must be active members of the Association.

#### Section 3. REPRESENTATION ON ALUMNAE COUNCIL

Each class shall be represented on Alumnae Council by their Class Officers, as described in Article VI, Section 2 a.

## ARTICLE X – GROUPS AND NETWORKS

#### Section 1. ORGANIZATION AND RECOGNITION

At least twenty active members of the Association may organize as a regional group or as a network with mutual interests, and such regional group or network may request recognition as a formal group by resolution of the Board of Directors.

#### Section 2. FUNCTIONS

A formal regional group or network shall conduct programs, events and activities which help carry out the general objectives and functions of the Association, under the Policies and Procedures established by the Board.

### Section 3. LEADERSHIP

Procedures for election of officers or other leaders shall be determined by the regional group or network.

### Section 4. REPRESENTATION ON ALUMNAE COUNCIL.

Each regional group or network with a minimum of twenty members shall be represented on Alumnae Council by two voting representatives selected by the group or network. A substitute member may represent either voting representative when necessary.

## ARTICLE XI

### FISCAL YEAR AND AUDIT OF FINANCIAL STATEMENTS

#### Section 1. FISCAL YEAR

The fiscal year shall be from July 1 to June 30.

#### Section 2. AUDIT OF FINANCIAL STATEMENTS

A certified public accountant approved by the Board of Directors shall audit the financial statements of the Association after termination of each fiscal year. An audit of interim period financial statements shall be conducted if determined prudent in the judgment of the Board of Directors. The auditor's report shall be presented to the Board of Directors for their approval.

## ARTICLE XII

### PARLIAMENTARY AUTHORITY

The rules contained in the current edition of "Robert's Rules of Order Newly Revised" shall guide the governance of the Association in all cases to which they are applicable, and to the extent they are not inconsistent with these Bylaws and any particular rules of order the Association may adopt in its Policies and Procedures.

## ARTICLE XIII

### DISSOLUTION OF THE ASSOCIATION

The Association may be dissolved by a two-thirds vote of approval by the members of the Board of Directors, after consultation with the Alumnae Council. Upon dissolution, assets of the Association shall be distributed by the Board of Directors with the approval of the Alumnae Council, consistent with donor restrictions and otherwise consistent with the purpose of the Association for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

However, with respect to donor restrictions, if a named recipient is not then in existence or no longer a qualified distributee, or is unwilling or unable to accept the distribution,

then such assets of this Association shall be distributed to a fund, foundation or corporation organized and operated exclusively for the purposes as specified in Section 501(c)(3) of the Internal Revenue code (or corresponding section of any future federal tax code), and in accordance with applicable state law.

In pursuit of these objectives, the Board of Directors is authorized to utilize all legal means at its disposal including but not limited to:

1. The appointment of independent committees to select the recipients of the funds;
2. Selection of expert advisors to make recommendations for such distributions;
3. Selection of legal, tax and accounting advisors;
4. Filing an appropriate complaint seeking instruction from a court of competent jurisdiction as to the legality of the distribution.

#### ARTICLE XIV

#### AMENDMENTS

Amendments to the Bylaws may be recommended to the Association after a two-thirds vote of approval by the Board of Directors. Amendments must be approved through a vote by the active members of the Association. Members of the Association shall vote either by ballot sent to voting members at least 30 days prior to the date by which ballots must be returned, or by vote at any Association meeting open to all voting members provided that the notice of such meeting shall have been sent at least 14 days prior. The ballot or the notice of such meeting shall have specified or summarized each proposal and shall indicate when such amendments become effective. The Association may establish Policies and Procedures to govern the use of electronic ballots or other means of voting to the extent permitted by law. Approval of amendments requires two thirds of the votes cast.

The Board of Directors shall be authorized to amend the Association's Certificate of Incorporation consistent with the Bylaws as amended.

Approved by the Board of Directors  
June 6, 2017

Approved by the Membership  
November 1, 2017