

BYLAWS
of the
Patrick Henry College Alumni Association

Article I – Statement of Faith and Mission Statement

The Patrick Henry College Alumni Association (“the Association”) exists to achieve its mission and vision, set forth in the Charter (Article II). All actions of the Association shall conform to the principles of the Patrick Henry College Statement of Faith (Appendix A) and Mission Statement (Appendix B). As stated in the Charter (Article III), the Association Board fully subscribes to, and will operate according to, the most current version of the Mission Statement and Statement of Faith of Patrick Henry College.

Article II – Rules of Order

Section 1 – The Association shall adopt Robert’s Rules of Order, 10th Edition, (“Robert’s Rules”) as the standard authority for parliamentary procedure.

Section 2 – When not in conflict with these Bylaws, Robert’s Rules shall govern all deliberations.

Section 3 – Where the original intent of the Bylaws is in question, the Presiding Officer shall resolve the ambiguity.

Article III – Alumni Association Board of Directors

Section 1 – The Alumni Association Board of Directors (hereafter referred to as the Board) shall direct the affairs of the Association, determine matters of policy for the Association, and elect the officers of the Board.

Section 2 – Members of the Board will be eligible to serve as officers, whether by appointment or election, only after having served at least one term, consisting of one full year as an elected member or more than six months as a member appointed by the President to fill a vacancy on the Board, as a Member-at-Large.

A. In the event that a first-term member is nominated to serve as an officer, they must be confirmed by a two-thirds supermajority vote of those present and voting.

Section 3 – The President’s duties and privileges, as prescribed by the Charter, shall not be abridged. The President shall:

- A. Compose the agenda for each Board meeting and disseminate to the Board within a reasonable period in advance of the meeting.
- B. Serve as the diplomatic representative of the Alumni Association, seeking to facilitate good relations between alumni and the administration, faculty, students, and friends of Patrick Henry College.
- C. Appoint the chair of each standing and select committee.
- D. Serve as a non-voting ex-officio member of all committees.
- E. Have the power to delegate their responsibilities to other members of the Board.
- F. Provide the Alumni Association Board with timely updates and summaries of pertinent communications from or with the College, where relevant.
- G. Not represent the position of the Board to the general public without receiving a majority approval of the Board. If it is necessary for the President to represent a position without a vote from the Board, the Board may affirm or negate that position at its next Board meeting.
- H. Request, at their discretion, to see a detailed Association financial report or statement, from Patrick Henry College or an applicable financial institution.
- I. Authorize an expenditure or reimbursement for an expense up to five hundred USD (\$500). See Section 6.F for other expense approval requirements.
- J. The President shall appoint an Election Commission chair and nominate four additional commission members (in accordance with Article VII Section 2) for the approval of the alumni board before Labor Day.

Section 4 – The Vice President’s duties and privileges, as prescribed by the Charter, shall not be abridged. The Vice President shall:

- A. Assume the duties of the President in the event of his absence, resignation, or death.
- B. Perform such duties as assigned by the President or the Board.
- C. Be a non-voting ex-officio member of all committees.

Section 5 – The Secretary’s duties and privileges, as prescribed by the Charter, shall not be abridged. The Secretary shall:

- A. Respond in a timely manner to communication received by the Association not falling within the purview of the Alumni Relations Committee (Article 5, Section 6B) or another committee or Board officer and/or reassign to appropriate officer or committee.
- B. Record the minutes of all Board meetings and send out the minutes to all Board members within 7 days.
- C. Prepare any and all proposals, letters, or other documents approved by the Association as requested.
- D. Organize and maintain library of all the Association records generated during the year of their term as Secretary, including applicable online file repositories and email account archives and provide summary to the Historian no later than January 31 of the year following term.
- E. In the temporary absence of the Secretary, the President shall nominate a temporary replacement.
- F. Be a non-voting ex-officio member of the Rules and Alumni Relations Committees.
- G. Perform other administrative tasks as the President and/or Board shall deem necessary.

Section 6 – The Treasurer’s duties and privileges, as prescribed by the Charter, shall not be abridged. The Treasurer shall:

- A. Draft with the Finance Committee the annual budget of the Association and present this proposed budget to the Board within the first quarter (by March 31).
- B. Electronically maintain, archive, and distribute, upon request of any active member, records of funds raised and spent by the Association.
- C. File electronic copies of receipts in a secure location, such as the Association’s online file repository.
- D. Coordinate the Association’s financial account(s) with the College and/or applicable financial institution, and monitor accounts and balances to enforce the budget as approved by the Board.
- E. Provide an annual financial report to the Board in advance of the Association’s Annual Meeting, and present a summary at the Annual Meeting, at the discretion of the President
- F. Authorize an expenditure or reimbursement for an expense up to two hundred and fifty USD (\$250). If the amount is between two hundred and fifty USD (\$250) and five hundred USD (\$500), the Treasurer may, with the approval of the President, spend or authorize funds, not to

exceed five hundred USD (\$500). All expenditures over five hundred USD (\$500) must be approved by the Board.

G. Request a detailed Association account financial report or statement from the College and/or applicable financial institution. The Treasurer is the only member of the Alumni Board, with the exception of the President (and Vice President where necessary), who may request financial documents and/or account information. A detailed financial report, for purposes of Section 6, consists of any and all raw financial data and detailed donor information.

H. Serve as chair of the Finance Committee.

Section 7 – The Historian’s duties and privileges, as prescribed by the Charter, shall not be abridged. The Historian shall:

A. Maintain a library of all the Association’s records.

B. Be responsible for collecting and organizing records pertaining to activities of the Association in a manner suitable for long-term retention by the Association.

C. Transmit complete library of Association records to the newly appointed Historian no later than March 1 of the year following their term.

D. Compile all committee summaries for the year of their term and provide a copy for each member of the new Alumni Association Board no later than March 1 of the year following their term.

E. Provide a comprehensive electronic copy of each committee's summaries to the new President no later than March 1 of the year following his term.

F. Perform duties assigned by the President and/or the Board.

G. Be a non-voting ex-officio member of the Events Committee.

Section 8 – As prescribed by the Charter, the Board shall elect its officers no later than December 31st of the year it was elected. If, due to exigent circumstances, this is not possible, the outgoing officers shall remain as interim officers into the new term, until the election can take place. The new Board shall inform all members of the Association and the College of the new officers no later than one week following their election.

A. Outgoing officers shall be prepared to transfer all electronic and/or physical documents to their successors no later than January 31st of the year following that in which their term ends. Any necessary conversations or meetings connected with the officer transfer, along with the providing of any explanatory transition documentation should also be completed by this same date.

B. Outgoing officers shall be reimbursed by the Association for any costs incurred in the transfer of documents following guidelines set forth in the Bylaws (Article III, Section 6.F).

Section 9 – The remaining Members-at-Large shall assist the officers in serving and directing the Association as necessary, including by actively serving on Association committees.

Section 10 – In the event of a vacancy on the Board, the President shall nominate a replacement Board member, and the Board shall confirm the nomination by a two-thirds vote to fill the vacancy, consistent with Article VII and as determined by the Election Commission. As per Article III, Section 4.A, If the President resigns, the Vice President will assume the responsibilities of the President, including nomination of replacement Board members for vacancies.

Article IV – Active, Honorary, and Board Member Qualifications

Section 1 – Alumni Association membership shall be composed of active and honorary members.

Section 2 – Pursuant to Article IV of the Charter, active members shall be graduates of Patrick Henry College.

A. “Graduate” shall be defined as:

1. A person who has been awarded a degree from Patrick Henry College, as certified by its Registrar, and/or
2. A person who has participated in or has met the qualifications to participate in Patrick Henry College commencement exercises as a graduate.

B. The Rules committee shall verify a candidate’s qualification for active membership with the Office of the Registrar (whether directly or via the Office of Alumni Affairs) The Secretary may assist with such communications.

Section 3 – Honorary membership shall be granted by a majority vote of the Board.

A. An individual seeking honorary membership must submit their request in writing to the Association email alias or to a member of the Board.

B. All nominations will be forwarded to the Rules Committee for eligibility verification and endorsement.

C. A candidate shall be informed of the committee’s decision.

D. Upon endorsement by the Rules Committee, the Board shall confirm the committee's decision by a majority vote.

E. All Board-approved nominees shall be granted honorary membership, including access to any internal communications forums and invitations to alumni events.

Section 4 – An individual shall be an eligible candidate for honorary membership if one or more of the criteria listed below is met and the College has not expelled the candidate:

A. Candidate is a former Patrick Henry College student who has completed a minimum of thirty credit hours on the Purcellville campus and is in good standing with the College.

B. Candidate holds an honorary degree issued by the College.

C. Candidate has rendered a recognized service to the College or the Association.

Section 5 – Nominations for the Board may be made by any active member.

A. Only active members in good standing are eligible for election to the Board.

Section 6 – Actions by any honorary or active member that are inconsistent with the statement of faith, or are otherwise deemed inappropriate by a three-fourths supermajority vote of the Board, shall be grounds for revocation of all privileges of membership, including loss of access to any internal communications forums, by a majority vote of the Association. In cases where the Board, by three-fourths supermajority vote, deems immediate expulsion necessary, a confirming vote at the subsequent annual Association Meeting must occur, and upon request the individual in question (or representative appointed by them) shall be granted opportunity to speak to their case prior to such vote.

Article V – Standing and Select Committees

Section 1 – There shall be five standing committees. All committees must hold at least three official meetings in a one-year period. The jurisdiction of each committee defined in these By-Laws shall not be abridged; however, on issues where these Bylaws are silent, the Board may assign tasks in a manner it sees fit. Each committee shall designate a committee member to write a summary of each meeting.

A. Members of a committee shall be appointed by the President, and the appointments shall be confirmed or rejected by a majority vote of the Board. The President shall ensure each committee chair receives access to the online repository of previous committee records for their respective committees, no later than one month after the chair is confirmed.

B. The President shall appoint the chair of each committee from among the members of the Board.

C. All committee members must be either active or honorary members of the Association as defined in Article VI of these Bylaws.

D. Each committee member shall serve at the will of the Board.

E. The President or the chair of each committee may create and appoint members of sub-committees to assist the committee. Such members may also include active or honorary members of the Association who are not Board members.

F. The chair of each committee shall submit a report summarizing the activities of the committee to the Secretary, the President and the Historian no later than January 31st of the year following that in which their term ends.

G. No committee shall allow proxy meeting attendance or proxy voting.

Section 2 – Rules Committee: The Rules Committee shall have jurisdiction over matters pertaining to the Charter and Bylaws. The Rules Committee shall:

A. Conduct an annual review of the Bylaws.

B. Screen candidates for membership in the Alumni Association.

C. The Secretary of the Board shall serve as an ex-officio member for purposes of assisting the committee with membership eligibility questions.

Section 3 – Finance Committee: The Finance Committee shall have jurisdiction pertaining to the budget and finances of the Association. The Finance Committee shall:

A. Have oversight over all Association expenditures, fundraising, dues (if applicable), and financial matters of the Board.

B. Present a budget plan, including proposed scholarship amount(s) and other anticipated expenditures to the President and the Board no later than March 31st. Upon board approval of the budget, the President, Vice President, or Treasurer of the association may authorize reimbursement or expenditure up to the budgeted amount as allocated without further Board vote. All unbudgeted expenses except those within the powers of appropriate officers as outlined in these by-laws (see Article III, sections 3(i) and 6(f)) must be reviewed and approved by the Board.

C. The Treasurer shall chair the Finance Committee.

Section 4 – Events Committee: The Events Committee shall have jurisdiction over all matters pertaining to official events and activities of the Association.

A. Event jurisdiction includes, but is not limited to: Homecoming, the Annual Meeting, Graduation, and any official regional or other alumni gatherings.

B. The Historian shall be a non-voting ex-officio member of the Events Committee.

Section 5 – Technology Committee: The Technology Committee shall have jurisdiction over all matters pertaining to the Association’s technology-related concerns, including but not limited to set-up, access, and maintenance where applicable of website(s), email addresses/mailler aliases, shared electronic document repositories (e.g., DropBox, Google Docs), and social media accounts.

Section 6 – Alumni Relations Committee: The Alumni Relations Committee shall have jurisdiction over all matters pertaining to communication with alumni on behalf of the Alumni Association and, when requested, on behalf of the College. The Alumni Relations Committee shall:

A. Facilitate communications with the Alumni Association membership (whether directly or via the College Office of Alumni Affairs) on a regular basis, not less than once every six months regarding alumni activities and developments. The Committee may, at its discretion, establish a Communications sub-committee to handle such communications.

B. Respond in a timely manner to communications received by the Association not falling within the purview of the Secretary (Article III, Section 5A) another committee or Board officer and/or reassign to appropriate officer or committee.

C. Develop, maintain, and implement in coordination with the College Office of Alumni Affairs, a Communications and Development Strategy for the Association to foster continued and improved relations between alumni, the Association, the College, and the Student Body. In developing, implementing, and adjusting this Strategy, the committee shall consult with the Finance and Events committees, and the College Office of Alumni Affairs.

D. Conduct a bi-annual review of the Communications and Development Strategy.

E. Present adjustments to the Communications and Development Strategy within the first quarter (by Mar 1st) each year for approval by a majority vote of the Board.

F. Facilitate communications between alumni and the College regarding alumni academic records (unrelated to association membership eligibility which falls under Rules); changes to curricula and credit requirements; and, at the discretion of the committee chair and the President, other issues raised by alumni or the College.

G. The Secretary shall be a non-voting ex-officio member of the Alumni Relations Committee.

Section 7 – Select Committees: Select committees may be formed at the discretion of the President. The jurisdiction of select committees shall be established by the Board. Select committees report to the board Neither the chair nor the select committee members must necessarily be board members, though they must meet the same eligibility criteria as board members. A select committee shall serve for no longer than twelve months, unless renewed by the President at the start of the subsequent year.

Article VI – Procedures for Calling Board and Association Meetings

Section 1 – The Association shall have an annual meeting of membership (“Annual Meeting”).

A. Notification of the Annual Meeting shall be announced by the President or other designated Board member at least **thirty days** prior to the date set by the Board.

B. Notice shall be provided to the alumni association members, and disclose the date, time, place, **initial agenda**, and any other relevant information.

Section 2 – Members unable to attend the Annual Meeting may participate via proxy.

A. A member must submit in typed form the wording of a question/amendment that shall be called for a vote at the upcoming Annual Meeting. Underneath, he must write a “yea” or “nay” followed by his signature. The Secretary must receive the member’s ballot on the question/amendment no later than twenty-four hours before the meeting.

B. By designated representative. A member may designate another voting member to vote in his place. The member unable to attend must submit in writing a statement authorizing a specific individual to vote on his behalf. A copy of the statement must be submitted to the Secretary before the meeting. No voting member may carry more than two proxy votes.

Section 3 – The President may call regular or urgent meetings of the Board.

A. Board members may be physically present, present by means of teleconference, or present through any other means acceptable by a majority vote of the Board. Board members shall not be present via proxy.

B. Regular meetings of the Board shall be announced to the Board by the President, or a board member designated by the President, no less than seven days prior to the appointed date and time.

C. The President may call an urgent meeting of the Board twenty-four hours in advance of the appointed time and date. The meeting shall be limited to action on items urgently needing the Board's attention.

D. The President shall timely communicate an agenda to the Board for regular meetings prior to the date of the meeting.

E. Any Board member may amend the published agenda during the regular meeting and propose an agenda item for consideration by the Board. Board members should notify the Board and President in advance of the meeting. The President shall weigh the prioritization of any new item against existing agenda items and schedule accordingly, in some cases allowing time for discussion and/or immediate action, in others referring directly to a committee or referring to a future Board meeting for action.

Article VII – Election Process

Section 1 – Elections

The Association will hold annual elections to the Board of Directors. The elections shall be run by the Election Commission. In odd years, 7 members will be elected to the board. In even years, 8 members will be elected to the board (for a total of 15).

Section 2 – Election Commission

The Election Commission shall be comprised of two members of the Board and three active members from the Association-at-large. The Secretary shall be an ex-officio member of the Commission. The Commission chair shall be appointed by the President.

A. The Election Commission shall be chosen by Labor Day of that year, by appointment of the President.

B. At the Annual Meeting, the Election Commission members will be introduced, and they will announce the procedures for the election.

C. All sessions of the Commission will be considered to be in Executive or Closed Session. All actions of the commission require a majority vote of the voting members of the commission.

Section 3 – Eligibility

A. All "graduates", as defined by Article IV Section 2 of the bylaws, shall be eligible to participate as candidates and voters in the process.

- B. Candidates must affirm their adherence to the Charter and Bylaws of the Association. Candidates must affirm their consent to perform an academic background check limited to the criteria for active membership.
- C. The Commission shall have authority to require additional information of all candidates, which may include, but shall not be limited to, resumé and college references. No nominee shall be required to submit a grade point average or any such personal information.
- D. The Election Commission is responsible for the enforcement of these provisions in connection with election eligibility.

Section 4 – Election Procedures

- A. The election commission will communicate election procedures with the intent to reach all alumni through channels including but not limited to email, Facebook, and annual meeting announcements.
- B. Balloting will be held in a secure manner that is widely accessible to all active members but ensures each member casts only one vote.
- C. Immediately prior to the Annual Meeting, for a period designated by the election commission but not less than 14 days or greater than two months, active members may nominate other members as candidates for election to the board, after confirming an individual's willingness to stand for election. Alternatively, candidates may submit their own names.
- D. The election commission will verify that each candidate meets the eligibility requirements spelled out in Section 3.
- E. The list of candidates will be announced at the Annual Meeting as well as disseminated within three days to alumni, electronically.
- F. Candidates will have the ability to include a statement supporting their candidacy to be circulated to voters.
- G. Voting shall begin within three weeks of the Annual Meeting and shall last 7 days.
- H. The Election Commission shall certify the results and submit them to the Alumni Board.

Section 5 – If a nominee's eligibility to serve on the Board is questioned, the Election Commission may not declare a nominee ineligible to serve on the Board without first giving him the opportunity to respond to the questions raised regarding his eligibility.

- A. If the question of a nominee's eligibility to serve on the Board is deemed credible by at least two members of the Election Commission, the Election Commission shall communicate to the

nominee, in writing, the questions raised regarding his eligibility to serve on the Board. The nominee shall have three business days to respond, in writing, with defense or answer to the questions communicated by the Commission. Following receipt of the nominee's response, the Commission shall determine whether the nominee is eligible to serve on the Board. The Commission shall notify the nominee of its decision within three business days of receiving the nominee's defense.

B. The nominee may appeal, in writing, the decision of the Commission to the Board, within twenty-four hours of receiving notice of the Commission's decision. The Board shall consider and decide the appeal within three days of receiving the appeal.

Section 6 – Any issues pertaining to the election process not specifically addressed in the Bylaws are left to the discretion of the Election Commission, subject to appeal to the Board.

Article VIII – Removal from Office

Section 1 – If any member of the Board or member of the Alumni Association believes a Board member should be removed from office, he must submit in writing to the President and Vice President of the Association the reason(s) for the Board member's removal from office. This request must also be signed by two other members of the Board or members of the Alumni Association in good standing.

Section 2 – Upon receipt of the request for removal, the President shall expeditiously create a select committee consisting of three members of the Board and three members of the Alumni Association in good standing to investigate the allegation and make a recommendation to the Board. The President shall not appoint any of the signatories of the removal request.

Section 3 – Members of the Board of Directors may be removed from office by a two-thirds vote for cause. The vote shall be taken expeditiously, preferably within four weeks of the submission of the request for removal. The vote shall be taken at either a regular Board meeting or special Board meeting called by the President.

Section 4 – In the event the request is for the removal of the President from office, the creation of the select committee shall be the responsibility of the Vice President.

Section 5 – The select committee will dissolve upon making its recommendation to the Board.

Article IX – Awards and Scholarships

Section 1 – Any proposal for an award must be submitted in writing to a Board member.

- A. The Board shall sanction the award by a majority vote of members present.
- B. Upon Board sanctioning, either a special Award Nomination Committee shall be created consisting of five members, including a member of the Board, or the award shall be delegated to an existing committee by a majority vote of the Board.
- C. The designated committee shall notify all Association members of the reasons for and qualifications of the award, and shall establish a timetable to receive nominations.
- D. Nominations shall be submitted in writing in a manner determined by the committee and must contain the name of the individual being nominated and an accompanying statement of the nominee's qualifications for the award.
- E. Upon closure of the nominations, the committee shall then review the nominees and submit its choice to the Board for approval.
- F. In the event a special committee is formed, the special committee shall dissolve upon presentation of the award to its recipient.

Section 2 – The Finance Committee will advise the Board each year on the feasibility of presenting one or more scholarships on behalf of the Association pursuant to Article V, Section 3.B of the Bylaws. If the Board approves a scholarship, the Finance Committee, or another committee designated by a majority vote of the Board, shall solicit and review applications and submit its recommendation(s) to the Board for approval.

Article X – Membership Fees

Section 1 – No fees shall be required as a condition of active or honorary membership unless two thirds of active members voting shall approve the question.

Article XI – Internal and External Association Communications

Section 1 – Internal communications shall be defined as communication between members of the Board and those within the membership where such communications do not represent the views of Patrick Henry College or intend to provide publicity for the Association outside the membership.

Section 2 – Internal communications shall be regulated in a manner determined by the Board.

Section 3 – External communications shall be defined as communications representing the Association to persons other than its membership or the College.

Section 4 – All external communications (as defined above) shall be sent to the President, Vice President, all members of the Alumni Relations Committee, and the College’s designated alumni liaison, no later than twenty-four hours prior to transmission.

Section 5 – Although creative control resides with the Association, the Administration of Patrick Henry College may reserve the right to review external communications to ensure that they meet the editorial standards of other Patrick Henry College communications.

Section 6 – The Association does not endorse any candidate for public office.

Article XII – Programs and Sub-groups

Section 1 – The Alumni Association may create programs and sub-groups under the control and at the discretion of the Board.

Article XIII – Enactment of the Bylaws

Section 1 – The Bylaws and other matters not regulated by the Charter, may be adopted, repealed, or amended by a two-thirds affirmative vote of Board members present at any regular or called Board meeting, per Article X of the Charter. The Bylaws shall take effect immediately upon initial approval as well as upon subsequent approval of revisions.

Section 2 – Upon revision, a copy of the updated Bylaws shall be provided to Patrick Henry College, and described in summary in subsequent Board report to the College’s Board of Trustees.

Revision History

The Bylaws of the Patrick Henry College Alumni Association were originally approved by the board sometime prior to the Annual Meeting of September 30, 2006. Since that time there have been multiple revisions over the years, A summary of revisions starting as of 2021, the first change since prior to 2018, shall be included below.

Revision Approval Date	Article Revised	Description of Revision(s)	Approved By
Dec 13, 2021	All, except X and XII	See 2021 Rules Committee Summary	Board of Directors

Appendix A - PHC Statement of Faith

The Patrick Henry College Statement of Faith referenced in the Charter and in Article I of these Bylaws, may be found on the Patrick Henry College website: <https://www.phc.edu/statement-of-faith>.

Appendix B - PHC Mission Statement

The Patrick Henry College Mission Statement referenced in the Charter and in Article I of these Bylaws, may be found on the Patrick Henry College website: <https://www.phc.edu/history-and-mission>.