BYLAWS

of the

ALUMNAE ASSOCIATION OF BARNARD COLLEGE
(AABC)
Adopted by Alumnae Association Board of Directors on October 12, 2015
ARTICLE I. NAME

The name of this corporation shall be the Alumnae Association of Barnard College, referred to in these Bylaws as the “Alumnae Association.” The Board of Directors of the Alumnae Association shall be referred to in these Bylaws as the “Board of Directors” and each member of the Board of Directors may be referred to as a “Director.”

ARTICLE II. PURPOSE

The purpose of the Alumnae Association shall be to further the interests of Barnard College and to promote a spirit of fellowship among its graduates.

ARTICLE III. FISCAL YEAR

The fiscal year of the Alumnae Association shall be from July 1 to June 30.

ARTICLE IV. MEMBERSHIP

SECTION 1. Composition

The Alumnae Association shall be a membership corporation. Members of the Alumnae Association shall be:

(a) All graduates of Barnard College; and
(b) All persons who have completed one year of study at Barnard College, have left under conditions of honorable dismissal, and signify that they wish to be members.

Honorary members may be appointed by a two-thirds vote of the entire Board of Directors.

SECTION 2. Voting Rights

All members of the Alumnae Association shall have equal voting rights. Honorary members shall neither serve on the Board of Directors or otherwise hold office, nor shall they have any voting rights.
ARTICLE V. MEETINGS OF MEMBERS

SECTION 1. Annual Meeting

(a) Time and Place

The annual meeting of the Alumnae Association shall be held in the City of New York during alumnae Reunion, at a date, time and place as determined by the Board of Directors.

(b) Notice of Annual Meeting

Notice of the annual meeting shall be in writing, shall state the place, date and hour of the meeting, and shall be given personally, by mail or by electronic transmission, to each member entitled to vote at such meeting. If the notice is given personally, by first class mail or by electronic transmission, it shall be given not less than ten (10) nor more than fifty (50) days before the date of the meeting; if mailed by any other class of mail, it shall be given not less than thirty (30) nor more than fifty (50) days before the meeting. Article XXIII below describes when notice is given.

SECTION 2. Special Meetings

(a) Convening

Special meetings of the Alumnae Association may be called at the request of the President of the Alumnae Association, at the written request of six other members of the Board of Directors, or at the written request of fifty members of the Alumnae Association.

(b) Notice of Special Meetings

Notice of special meetings shall be in writing, shall state the place, date and hour of the meeting, and shall further state the purpose for which the meeting is called, and indicate that the notice is issued at the direction of the person or persons calling the meeting. Notice of a special meeting shall be given by mail or by electronic transmission in the same manner and in the same timeframe as provided for notice of annual meetings in Article V, Section 1, Paragraph (b) above. Article XXIII below describes when notice is given.

SECTION 3. Quorum

One hundred members of the Alumnae Association shall constitute a quorum.

SECTION 4. Minutes of Meetings

(a) Approval

The minutes of the annual meeting or of any special meeting of the Alumnae Association shall be read and approved at the next succeeding meeting of the Board of Directors or of the Executive Committee of the Board of Directors, whichever first occurs.
(b) Contents

The minutes of the annual meeting of the Alumnae Association shall contain a copy of the Alumnae Association’s Section 519 nonprofit report, as specified in Article XIX, Section 1 below.

ARTICLE VI. BOARD OF DIRECTORS

SECTION 1. General Matters and Number

The business of the Alumnae Association shall be managed by a board of directors consisting of not less than eleven (11) nor more than twenty-five (25) directors. Each director must be a member of the Alumnae Association.

For purposes of these Bylaws, the “entire Board of Directors” consists of the number of directors elected as of the most recently held election of directors.

SECTION 2. Composition

The Board of Directors shall be composed of:

(a) the President of the Alumnae Association;
(b) the Vice President of the Alumnae Association;
(c) the Treasurer of the Alumnae Association;
(d) the three Alumnae Trustees;
(e) the Chairpersons of the Standing Committees of the Alumnae Association;
(f) at least three Directors at Large, who may concurrently serve as Chairpersons of Standing Committees, and
(g) the Executive Director of Alumnae Relations, ex officio.

Whenever possible, at least one member of the Board of Directors shall reside outside of the United States.

SECTION 3. Directors at Large.

The Directors at Large shall serve staggered three-year terms. At least one Director at Large shall be an alumna whose residence is outside of the New York metropolitan area.

SECTION 4. Limitations of Tenure

(a) Term of Service

All members of the Board of Directors shall serve three year terms of service, with the exception of directors who are Alumnae Trustees, who shall serve four-year terms, and the Chair of the Nominating Committee, who shall serve a one-year term.
(b) Consecutive Terms

Except as provided in Paragraph (c) below, a current member of the Board of Directors may serve an additional term on the Board of Directors only after a lapse of at least one year, and no member may serve for more than two total terms in the same office.

(c) Succession to Presidency and Vice Presidency

Immediately after the expiration of her current term on the Board of Directors (i) any member of the Board of Directors other than the President and Vice President may serve if elected to the office of Vice President, and (ii) any member of the Board of Directors may serve if elected to the office of President.

SECTION 5. Meetings.

The Board of Directors shall hold regular meetings, ordinarily four times in each fiscal year, as the Directors shall from time to time determine. Special meetings of the Board of Directors may be held upon the call of the President or upon the written request of not less than six Directors.

SECTION 6. Notice of Meetings.

Notice of the date, time and place of regular or special meetings of the Board of Directors shall be in writing and shall be sent to each Director by first class mail or electronic transmission, addressed to each Director at her residence or electronic address as it appears on the records of the Alumnae Association, at least ten (10) days prior to the time fixed for such meeting; Article XXIII below describes when notice is given. The notice shall specify the purpose of any special meeting of the Board of Directors.

SECTION 7. Quorum.

A majority of the members of the Board of Directors then in office shall constitute a quorum at any meeting of the Board of Directors. Except as provided by law or in these Bylaws, at any meeting of the Board of Directors at which a quorum is present, the vote of a majority of the directors present at the time of the vote shall be the act of the Board. In the absence of a quorum, a majority of the directors present may, without notice given other than by announcement at the meeting, adjourn the meeting until a quorum is obtained. At any such reconvened meeting at which a quorum is present, any business may be transacted which might have been transacted at the meeting as originally called.

SECTION 8. Action Without a Meeting.

(a) Action of Board of Directors

Any action required to be taken, or ordinarily taken at any meeting of the Board of Directors may be taken without a meeting, if all currently-serving members of the Board of Directors consent in writing to such action, and such written consents are filed with the minutes of the Board of Directors. Writings sent by first class mail or by electronic means shall constitute written consent.
(b) Action of Committee

Any action required or permitted to be taken at any meeting of a committee of the Board of Directors may be taken without a meeting, in the same manner as specified in Section 8, Paragraph (a) above.


Any member of the Board of Directors or of any committee thereof may participate in a meeting of the Board of Directors or of such committee by means of scheduled conference telephone, video conference (if available), or similar communications equipment which allows all participating persons to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting as required under Section 7.

SECTION 10. Duties of Directors

All members of the Board of Directors are expected to participate in all meetings of the Board of Directors, as well as major events related to the Alumnae Association in New York City or in their region. All members of the Board of Directors shall make an annual contribution to Barnard College.

ARTICLE VII. OFFICERS

SECTION 1. President

(a) Election

The President shall be elected by the members of the Alumnae Association at the annual meeting of members for a three-year term of office in accordance with the procedures set forth in Article XVI, and shall serve as a Director as set forth in Article VI.

b) Powers and Duties

The President shall be the chief executive officer of the Alumnae Association. She shall serve as Chairperson of the Executive Committee; she shall be a member of all committees ex officio except the Nominating Committee, and she shall, in consultation with the Executive Director of Alumnae Relations, appoint the members of all committees other than standing committees. The President shall report on the affairs of the Alumnae Association at the annual meeting, and perform all other duties commonly pertaining to her office. Upon election as President, she shall also serve as an Alumnae Trustee of Barnard College for a term of four years.

SECTION 2. Vice President

(a) Election

The Vice President shall be elected by the members of the Alumnae Association for a three-year term of office in the same year in which the President is elected in accordance with the procedures set forth in Article XVI, and shall serve as a Director as set forth in Article VI.
b) Powers and Duties

The Vice President shall exercise the powers and perform the duties of the President in the case of her absence or incapacity, until such vacancy is filled pursuant to Article XVIII, Section 1. The Vice President shall perform such other duties as may be assigned to her by the President.

SECTION 3. Treasurer

a) Election

The Treasurer shall be elected by the members of the Alumnae Association for a three-year term of office in the year following the year in which the President is elected, in accordance with the procedures set forth in Article XVI, and shall serve as a Director as set forth in Article VI.

b) Powers and Duties

The Treasurer shall oversee the management of the Alumnae Association’s Fellowship funds and any other special funds as established by the Board of Directors, and shall be a member ex officio of the Fellowship Committee. The Treasurer shall serve as Chairperson of the Finance Committee at any time that such committee exists. The Treasurer shall make an annual report to the members in accordance with Section 513 of the Not-for-Profit Corporation Law of the State of New York, as specified in Article XIX below.

ARTICLE VIII. ALUMNAE TRUSTEES

The Alumnae Association shall be represented on the Board of Trustees of Barnard College by four of its members, including the President; collectively, they shall be known as the Alumnae Trustees. Each Alumnae Trustee shall hold office for four years. In accordance with the regulations agreed upon between the Trustees of Barnard College and the Board of Directors of the Alumnae Association, the three Alumnae Trustees, other than the President, shall be elected by the Alumnae Association, one each year except the year in which the President is elected. An Alumnae Trustee shall serve her term in accordance with the Bylaws of Barnard College.

ARTICLE IX. PUBLICATIONS

SECTION 1. Publication.

The Alumnae Association shall contribute a section in the College’s official periodic publication, Barnard Magazine. The content of this section shall be directed by the Board of Directors.

SECTION 2. Purpose.

The purpose of the Alumnae Association section shall be to publish alumnae news, to disseminate information about various alumnae activities and concerns, to notify members of the slate of candidates for Alumnae Association leadership positions (as provided in Article XVI, Section 2), to notify members of the Annual Meeting and of any special meetings of the Alumnae Association, and to promote the best interests of Barnard College.
SECTION 3. Finances and Contract Authority.

(a) Finances

The publication shall be financed by funds allocated to it by the Trustees of Barnard College, and may be additionally financed by moneys received from advertisers in the publication, by donation, or by any other lawful means as determined by the Board of Directors.

(b) Contract Authority

The editor-in-chief of Barnard Magazine or her or his authorized deputy shall be empowered to enter into contracts on behalf of the Alumnae Association for printing and mailing of the publication.

ARTICLE X. COMMITTEES OF THE BOARD

SECTION 1. Executive Committee.

(a) Composition

If, in the discretion of the Board of Directors, it is determined that there is a need for an Executive Committee, it shall be composed of the President, the Vice President, the Treasurer and two other Directors to be nominated annually by the President and elected by the Board of Directors at its first meeting after the annual meeting. The President shall act as Chairperson of the Executive Committee. Three members of the Executive Committee shall constitute a quorum.

(b) Powers and Duties

The Executive Committee shall have the power to act between the meetings of the Board of Directors with all powers of the Board of Directors, except that it shall not have the power to fill a vacancy of any officer, and, except as otherwise provided by law, shall report any of its actions to the Board of Directors at the next meeting of the Board of Directors.

SECTION 2. Other Committees.

The Board of Directors may by resolution adopted by a majority of the entire Board of Directors designate such other standing or ad hoc committees of the Board as it may deem appropriate from time to time, and to the extent provided in a resolution, shall have the authority of the Board, except as limited by the Board of Directors or by law.


Each committee of the Board may provide for the holding of regular meetings, and may fix the time and place at which such meetings shall be held. Special meetings of each committee shall be held at the direction of its Chairperson or, if there be no Chairperson, at the discretion of any of its members, at the time and place specified in the respective notices thereof. Notice of each special meeting of a committee shall be given by first class mail or electronic mail to each member of such committee, at least ten (10) days before the meeting.
SECTION 4. Quorum and Manner of Acting.

At each meeting of any committee other than the Executive Committee, the presence of a majority but not less than two of its members then in office shall be necessary and sufficient to constitute a quorum for the transaction of business, and the act of a majority of the members present at any meeting at which a quorum is present shall be the act of such committee.

SECTION 5. Removal.

Any member of any committee of the Board of Directors may be removed, for cause, by the affirmative vote of a majority of the members of the Board of Directors then in office, provided that the committee member shall have notice and an opportunity to be heard.

ARTICLE XI. COMMITTEES OF THE MEMBERS

SECTION 1. Standing Committees.

There shall be the following Standing Committees of the members, referred to in these Bylaws as the "Standing Committees" or such other standing committees as the Board of Directors shall so designate by a majority vote of the entire Board; provided, however, that if any increase or decrease in the number of Standing Committees shall result in the number of Directors falling below eleven (11) or increasing above twenty-five (25), then there shall first be a bylaw amendment approving such decrease or increase approved pursuant to the terms of Article XXI:

Alma Maters Committee
Annual Giving Committee
Bylaws and Governance Committee
Professional and Leadership Development Committee
Communications Committee
Fellowship Committee
Leadership Assembly Committee
Nominating Committee
Project Continuum Committee
Regional Clubs and Networks Committee
Reunion Committee
Young Alumnae Committee

SECTION 2. Election and Term of Chairpersons.

Chairpersons of all Standing Committees (except the Nominating Committee) shall be elected by the members of the Alumnae Association at the annual meeting of members for a three-year term of office in accordance with the procedures set forth in Article XVI, and shall serve as Directors as set forth in Article VI, Section 2. In accordance with Article VI, Section 4, no individual completing her term as Chairperson of a Standing Committee may be reelection, or elected Chairperson of another Standing Committee, until a lapse of at least one year has occurred. In the event of a vacancy in any position of chairperson, the President shall, after consultation with the Executive Director of Alumnae Relations and
at least four current Board members (including the Bylaws and Governance Chairperson) or the Executive Committee, appoint an interim chairperson, for a one-year term.

SECTION 3. Appointment and Term of Members of Standing Committees.

Members of all Standing Committees (except the Nominating Committee) shall be appointed by the Board of Directors on the recommendation of the chairperson of the respective committee, and in consultation with the Executive Director of Alumnae Relations, for a term of three years. The members of the Annual Giving Committee are appointed by the Board of Directors in consultation with the Chair of the Annual Giving Committee and the Director of Annual Giving. Upon completion of her term, a Chairperson may be invited to serve as an ex-officio member of the Standing Committee for one year immediately following her term as chairperson. No other individual completing her term as a member of a Standing Committee may be reappointed to such committee until a lapse of at least one year has occurred.

SECTION 4. Standing Committee Work Plans.

The Chairperson of each Standing Committee shall submit a plan for the year's work by the winter meeting to the Board of Directors for review. The Board of Directors shall define any other duties of such committees.

SECTION 5. Ad Hoc Committees.

The Board of Directors shall from time to time designate ad hoc committees by a majority vote of the entire Board. Each such committee shall be reviewed annually by the Board of Directors. The appointment of members to such committees shall be made by the President and approved by the Board of Directors.


The Standing Committees provided for in this article shall have the power to appoint subcommittees whenever necessary to carry out their work, subject to the approval of the President.

ARTICLE XII. ALUMNAE ASSOCIATION CLUBS AND REGIONAL NETWORKS

SECTION 1. Organization.

A regional group of members of the Alumnae Association may organize itself and apply to the Board of Directors for recognition as a Barnard club. The purpose of each club shall be to promote the interests of Barnard College and to develop programs and events which strengthen ties between Barnard alumnae and Barnard College. Once approved by the Board of Directors, each club shall be an affiliated organization of the Alumnae Association, and shall qualify as a tax-exempt organization under the Alumnae Association’s group exemption umbrella. No alumnae group shall use the name “Barnard College” without the written authorization of the Board of Directors.
SECTION 2. Bylaws and Governance.

Alumnae clubs shall adopt bylaws for their governance not inconsistent with the bylaws of the Alumnae Association, and shall file their bylaws with the Executive Director of Alumnae Relations of Barnard College. Alumnae clubs shall elect officers with term limits for their governance, and shall notify the Executive Director of Alumnae Relations of the results of the election of officers within one month thereafter. Each alumnae club shall file an annual report of its activities with the Executive Director of Alumnae Relations. Barnard club funds shall be used exclusively to further the purposes of the club. No Barnard club funds, wherever held, shall be contributed to, or used to promote, organizations other than Barnard without the express written authorization of the Board of Directors of the Alumnae Association. Each alumnae club president, or her representative, shall represent her club at Leadership Assembly.

ARTICLE XIII. BARNARD COLLEGE CLASSES

SECTION 1. Election and Organization.

Each graduating class of Barnard College shall elect class officers at the end of its Senior year, within thirty (30) days of its graduation. Thereafter, each class shall elect officers at every fifth (5th) reunion from its year of graduation. The officers of these classes shall present to the class, by June 30 of each election year, a slate of candidates for election, with at least one candidate who has not held class leadership positions in the immediately preceding five year term. Each class shall elect the following officers:

(a) Class President;
(b) Class Vice President (who also serves as Reunion Chair);
(c) Class Correspondent;

SECTION 2. Governance

Class officers shall provide leadership to the class, plan class events and reunions, and facilitate interaction among class members, the Alumnae Association and Barnard College. Class officers shall meet, in person, by teleconference, or videoconference (if available), at least once a year to discuss class business.

SECTION 3. Class Funds

Barnard class funds shall be used exclusively to further class purposes. No Barnard class funds, wherever held, shall be contributed to, or used to promote, organizations other than Barnard without the express written authorization of the Board of Directors of the Alumnae Association.

ARTICLE XIV. STAFF

SECTION 1. Executive Director of Alumnae Relations

The Executive Director of Alumnae Relations of Barnard College shall manage the activities of the Alumnae Association. The Executive Director of Alumnae Relations shall be appointed by the President of Barnard College, after consultation with a specially-designated alumnae search committee appointed by the President of the Alumnae Association.
SECTION 2. **Powers and Duties.**

The Executive Director of Alumnae Relations shall direct the Office of Alumnae Relations and the work of her or his staff and prepare an annual budget which shall be presented to the Board of Trustees of Barnard College for designation of funds which shall constitute the operating funds of the Office of Alumnae Relations. The Executive Director of Alumnae Relations shall serve *ex officio* on the Board of Directors of the Alumnae Association and on all of its committees, and ensure that minutes of those meetings are recorded; provide notices of the regular and special meetings of the Alumnae Association and of the Board of Directors as set forth by these Bylaws; oversee elections as required under these Bylaws and tally membership votes; recruit committee members and manage committees of the Board of Directors, and cause to be filed all necessary documents to maintain the Alumnae Association’s good standing as a tax-exempt organization under I.R.S. Sec. 501(c)(3) and under New York Not-for-Profit Corporation Law. The Executive Director of Alumnae Relations may perform other duties specifically assigned by the Board of Directors, by the Vice President for Development and Alumnae Relations or by the President of Barnard College.

SECTION 3. **Record Keeping**

The Office of Alumnae Relations shall keep correct books of account of the activities and transactions of the Alumnae Association, including a minute book, which shall contain a copy of the Certificate of Incorporation, a copy of these Bylaws, and all minutes of meetings of the Board of Directors and of its committees. The Office of Alumnae Relations shall maintain current names and residence and electronic addresses of the membership of the Alumnae Association.

ARTICLE XV. **FUNDS OF THE ALUMNAE ASSOCIATION**

SECTION 1. **Funds of the Alumnae Association.**

The funds of the Alumnae Association shall consist of:

(a) An operating fund designated by the Board of Trustees of Barnard College;

(b) The Fellowship Fund consisting of invested funds and any additions made thereto; and

(c) Such other special funds as the Board of Directors may from time to time determine.

SECTION 2. **Banks and Depositories.**

The Board of Directors is authorized to select such banks or depositories as it deems proper for the funds of the Alumnae Association. The Board of Directors shall designate the Executive Director of Alumnae Relations as its representative with authority on the Alumnae Association’s behalf to sign checks, drafts, or other orders for the payment of money, acceptances, notes, or other evidences of indebtedness, to
enter into contracts, or to execute and deliver other documents and instruments. In the absence of a Executive Director of Alumnae Relations, the President of the Alumnae Association shall act as representative.

SECTION 3. Investments.

The funds of the Alumnae Association may be retained in whole or in part in cash or be invested and reinvested from time to time in such property, real, personal or otherwise, or stocks, bonds or other securities, as the Board of Directors shall determine, subject to any limitations now imposed or which may hereafter be imposed by law regarding such investments.

ARTICLE XVI. NOMINATIONS AND ELECTIONS

SECTION 1. The Nominating Committee.

The Nominating Committee shall consist of nine (9) members, each from a different Barnard College class, three of whom in each year shall be elected by the members of the Alumnae Association at the annual meeting of members for a three-year term of office in accordance with the procedures set forth below in this Article XVI. The Chairperson of the Nominating Committee shall be appointed by the outgoing Nominating Committee Chair and the Executive Director of Alumnae Relations annually for a one year term of office in the spring prior to the Annual Meeting after all other positions have been filled by the Nominating Committee, and shall serve on the Board of Directors pursuant to Article VI, Section 2. The Nominating Committee will approve the appointment. No member of the Nominating Committee, including the Chairperson, shall be eligible for election to the Board of Directors during her term as a member of the Nominating Committee.

SECTION 2. Nominating Committee Procedure.

The Nominating Committee shall nominate annually one candidate for each of the vacancies occurring among the elected Officers, Standing Committee Chairpersons, Directors at Large and Alumnae Trustees to be elected by the members of the Alumnae Association in such year. The Nominating Committee shall also nominate two candidates for each of the vacancies on the Nominating Committee. No candidate’s name shall be presented without her consent. The Nominating Committee shall consider qualified alumnae candidates based on a variety of factors, including special talents, training, experience, diversity of background, geographic diversity, leadership skills, and demonstrated support of Barnard College. The slate of candidates for the Nominating Committee shall be published in Barnard Magazine and on the Barnard College website at least fifty (50) days before the annual meeting with notice of the provision for independent nominations.

SECTION 3. Petitions by the Members.

Nominations may also be made by petition of not fewer than twenty members of the Alumnae Association, who shall include representatives of at least four different College classes and/or club regions, and shall be filed with the chairperson of the Nominating Committee not more than thirty (30) days after publication of the slate of candidates of the Nominating Committee. Such a petition must be accompanied by the written permission of the candidate. If the Chairperson of the Nominating Committee receives such petition prior to the deadline for filing the slate of candidates of the Nominating Committee for publication, the Chairperson shall also file such petition for publication.
Proponents of such petitions shall have access to the list of members of the Alumnae Association for purposes of notifying the membership.


At least 50 (fifty) days before the annual meeting of the Alumnae Association, the Executive Director of Alumnae Relations on behalf of the Nominating Committee shall provide to each member a printed or electronic ballot containing the names of the candidates proposed by the Nominating Committee and any independent nominations. To vote, a member must return the ballot to the Executive Director of Alumnae Relations, by mail or electronic means, not later than two weeks prior to the annual meeting. The Executive Director of Alumnae Relations or her designee, on behalf of the Nominating Committee, shall tally all timely votes cast. A plurality of all votes cast shall constitute election. The results of the election shall be announced at the annual meeting of the Alumnae Association. Notices announcing the result of the election for President or an Alumnae Trustee shall be sent to the clerk of the Board of Trustees of Barnard College. The results of the election shall also be announced in Barnard Magazine and on the Barnard College website.

ARTICLE XVII. RESIGNATION AND REMOVAL
OF DIRECTORS, OFFICERS AND
CHAIRPERSONS OF COMMITTEES

SECTION 1. Resignations.

Resignations of Directors, Officers and Chairpersons of committees shall be in writing made to the Board of Directors, and shall take effect upon receipt by the Board of Directors.

SECTION 2. Removals.

(a) Removal by the Board of Directors

The Board of Directors may remove any Director with or without cause, including, but not limited to, absence at three consecutive meetings of the Board of Directors without justification accepted as satisfactory by the members of the Board of Directors or failure to fulfill their responsibilities as Committee Chair, by a two-thirds vote of the then-serving members of the Board of Directors, after reasonable notice and an opportunity to be heard.

(b) Removal by the Members of the Alumnae Association

The members of the Alumnae Association may remove any Director, Officer, or any Chairperson of a Standing Committee from office with cause at the Annual Meeting or at a special meeting of the members by a majority vote, provided that the person so removed has had notice and an opportunity to be heard. Any person serving as a Director by virtue of office shall immediately cease to serve as a Director upon removal from such office.

ARTICLE XVIII. VACANCIES
SECTION 1. **Elected Offices.**

Any vacancy which arises at any time and from any cause on the Board of Directors (including Alumnae Trustees) or among the members of the Nominating Committee, shall be filled by appointment at any meeting of the Board of Directors by the affirmative vote of a majority of Directors then in office. The vacancy shall be filled by a member of the Alumnae Association who has consented to serve in such capacity, and whose qualifications have been reviewed by the President of the Alumnae Association in consultation with the Executive Director of Alumnae Relations. The member who fills such vacancy shall hold office for the remainder of the on-going term or until the election and qualification of her successor, whichever comes first. Any person filling such a vacancy for less than one half of a remaining term may be re-elected immediately thereafter for a full term and such partial term shall not be considered a term in office for any other purpose of these Bylaws.

SECTION 2. **Appointed Offices.**

Any vacancy arising on committees of the Alumnae Association, other than the Nominating Committee, whose members are originally appointed by the Board of Directors, may be filled temporarily by the President until the next regular or special meeting of the Board of Directors. At such meeting, any vacancies shall be filled by appointment of the Board of Directors for the remaining term of the position. Any vacancy arising on committees whose members are originally appointed by the President shall be filled by appointment by the President for the remaining term of the position. Any person filling such a vacancy for less than one half of a remaining term may be reappointed immediately thereafter for a full term and such partial term shall not be considered a term in office for any other purpose of these Bylaws.

ARTICLE XIX. **REPORTS**

SECTION 1. **Section 519 Report**

The Board of Directors shall present at the annual meeting of members a report, in accordance with Section 519 of the Not-for-Profit Corporation Law of the State of New York, verified by the President and Treasurer or by a majority of the directors, or certified by an independent public or certified public accountant or a firm of such accountants selected by the Board of Directors, containing the following information:

(a) The assets and liabilities of the Alumnae Association as of the end of a twelve month fiscal period terminating not more than six months prior to such meeting.

(b) The principal changes in assets and liabilities during the year immediately preceding the date of the report.

(c) The revenue or receipts, both unrestricted and restricted to particular purposes of the Alumnae Association for the year immediately preceding the date of the report.

(d) The expenses or disbursements of the Alumnae Association during the year immediately preceding the date of the
report.

(e) The number of members of the Alumnae Association as of the date of the report, together with a statement of increase or decrease in such number during the year immediately preceding the date of the report, and a statement of the place where the names and places of residence of the current members may be found.

The report shall be filed with the records of the Alumnae Association and a copy thereof shall be entered in the minutes of the annual meeting of members.

SECTION 2. Committee Reports.

Every officer, every chairperson of a Standing Committee, the Alumnae Trustees and chairpersons of special committees shall present reports to the members at the annual meeting of members as the Board of Directors may direct. No report shall be presented to the members at the annual meeting of members which has not been previously submitted to the Board of Directors. The Board may advise changes or request additional information in the report before it is presented to the membership.


The Treasurer shall present at the annual meeting a report in accordance with Section 513 of the Not-for-Profit Corporation Law of the State of New York concerning any assets held by the Alumnae Association in trust for or with a direction to apply the same to, any specific purpose, and the use made of such assets and of the income thereof.

ARTICLE XX. PROCEDURE

The most recent edition of Robert's Rules of Order shall govern the proceedings of all meetings of the Alumnae Association and of the Board of Directors.

ARTICLE XXI. INDEMNIFICATION

The Alumnae Association shall, to the fullest extent authorized by law, indemnify any present or former officers or directors of the Alumnae Association or the personal representatives thereof, made or threatened to be made a party in any civil or criminal action or proceeding by reason of the fact that she, her testator or intestate is or was a director or officer of the Alumnae Association, or served with any other corporation, partnership, joint venture, trust, employee-benefit plan, or other enterprise in any capacity at the request of the Alumnae Association, against judgments, fines (including excise taxes assessed on such a person in connection with service to an employee-benefit plan), amounts paid in settlement and reasonable expenses, including attorneys’ fees, actually and necessarily incurred as a result of such action or proceeding or any appeal therein. The foregoing right of indemnification shall not be deemed exclusive of any other rights to which any person or her estate may be entitled apart from this provision.

ARTICLE XXII. AMENDMENT
SECTION 1. Proposal

Proposed amendments to these Bylaws shall be submitted in writing to the Chairperson of the Bylaws and Governance Committee and to the President of the Alumnae Association.

SECTION 2. Approval

The Bylaws and Governance Committee shall review proposed amendments to these Bylaws at regular, appropriate intervals, and shall recommend action by the Board of Directors on such proposed amendments. The Board of Directors shall vote on a proposed Bylaw amendment no later than six (6) months subsequent to its introduction. Approval of a Bylaw amendment requires a two-thirds (2/3) majority vote of the then-serving members of the Board of Directors.

ARTICLE XXIII. NOTICES

With respect to all written notices under these Bylaws: (a) if mailed, notice is given when deposited in the United States mail with postage prepaid, directed to the member at her residence address as it appears on the record of members of the Alumnae Association, and (b) if sent by electronic transmission, notice is given when directed to the member at her electronic address or direct number as it appears on the record of members of the Alumnae Association, so long as the Alumnae Association does not become aware that notice cannot be delivered to the member at said address or direct number.

ARTICLE XXIV. DISSOLUTION

In the event that the Alumnae Association should be dissolved, the assets shall be distributed exclusively to the Trustees of Barnard College, or as otherwise provided by law.