

# **Bylaws of the Bement Alumni Association**

## **Article I – Office**

**Section 1.1 Principle Place of Business:** The Principle Place of Business of the Bement Alumni Association (herein after “the Association” or “BAA”) shall be in Rutland, MA. The BAA is a not-for-profit corporation.

**Section 1.2 Other Offices.** The Association may have other offices at such places within and without the Commonwealth of Massachusetts as the Board of Directors may determine.

## **Article 2 – Board of Directors**

**Section 2.1 General Powers of Directors:** The business and affairs of the Association shall be managed by or under the direction of the Board of Directors. The directors may exercise all such powers and do all such things as may be exercised or done by the BAA, subject to the provisions of the applicable law, and these Bylaws. The Board of Directors shall make a report of its transactions at the Annual BAA meeting, or at any regularly scheduled meeting. The Board of Directors shall select the meetings sites.

**Section 2.2 Manner of Election:** The Directors shall be elected by a vote of majority of the general membership present at the Annual Meeting. Any BAA member in good standing, who has been an enrolled member for 30 calendar days or longer, may vote. Those members who have not been enrolled for 30 days or longer may participate in all member discussions but are not permitted to vote. Anyone convicted of any crime against children or convicted of any crime that places them on a Sex Offender Registry, shall be denied the opportunity to run for or hold; office, membership on any committee or any other position within the BAA that could bring them into contact with children under the care of the BAA.

### **Section 2.3 Directors of the Bement Alumni Association, Number, and Term of Office:**

The Board of Directors will consist of the President, Vice-President, Clerk, Treasurer, Past Immediate President and sufficient Directors to bring the board membership to no less than five and no more than twelve Directors, additionally there may be up to four Directors At-Large. The term of office for each Director shall be two years. Elections shall be held at the Annual Meeting. Newly elected officers will assume the responsibilities of their offices immediately. In the event any director(s) position is vacant or is vacated mid-term the board may appoint an individual to fill vacant position(s) until such time as an Annual Meeting is held. The replacement director(s) will be

confirmed by the general membership at the next Annual Meeting to serve a full two year term. In the event of incapacity of the Vice-President, Clerk or Treasurer, the remaining Directors shall be empowered to appoint a Member of good standing to serve the unexpired term. In the event of incapacity of the President, the Vice-President, shall perform the duties of the President until the next Annual election.

#### **Section 2.4 Duties of Directors:**

**President:** The President shall have general supervision of the affairs of the BAA, as provided in these Bylaws. He/she shall represent BAA at official functions and have authority to designate another Director if he is unable to attend. He/she shall be empowered to call special meetings of the BAA, or of the Board of Directors when requested to do so by the majority of the Board, or upon written request by a majority of the Members. In circumstances where there is insufficient time or facility to call a Board Meeting, the President may act in the Board's stead, subject to review and vote by the full board at the next scheduled Board meeting. If time permits the President may poll the Board members by telephone or email, said action to be confirmed by a vote at the next scheduled Board meeting.

**Vice-President:** The Vice-President shall assist the President in executing his duties as stated herein.

**Clerk:** It shall be the duty of the Clerk to produce and maintain minutes of the Annual Meeting and all Board of Director meetings of BAA. He will post said minutes on the Board website within 10 days of each meeting for review and correction. The Clerk will be responsible for arranging and assuring meeting locations with adequate meeting facilities. The Clerk shall provide notice of the Annual Meeting and any special meeting of the Board of Directors, at least 24 hours in advance, and whenever possible, at least one week in advance. The Clerk shall also assist the website master to keep the website up to date with upcoming and current events.

**Treasurer:** The Treasurer shall be custodian of all funds and securities of the BAA, and shall promptly deposit all funds in the designated accounts. He shall act as financial advisor to the President and Board of Directors on all budgetary matters and problems of finance. He shall keep accurate records of receipts and disbursements and shall pay all bills promptly. His records shall be made available upon request and shall be audited annually, prior to the Annual BAA meeting each year. He shall make a report to the membership at each regular meeting of BAA and to the Board of Directors when requested to do so. The

Treasurer shall participate in an independent audit, at least once every three years, under the direction of **an** accountant, who is not a member of **the** BAA.

**Assistant Treasurer:** Shall assist the treasurer and shall perform the duties of the treasurer in the absence of the treasurer. Shall be the second person carried on the financial accounts as a second signatory and shall be authorized to sign checks in the absence of the Treasurer. For Security there shall always be at least two and no more than three Board members authorized to access the BAA financial accounts.

**Director At-Large:** A Director At-Large is exempt from the two meeting rule due to distance or health, and may attend and vote at meetings electronically. Director at Large works on projects at the direction of the President or at the request of a majority of the board. The Director at Large serves for a term of 2 years.

**Section 2.5: Meetings:** Meetings of the BAA shall be informal and run by consensus. Any Board Member may invoke Robert's Rules of Order (revised) at any time and in all instances not covered by this Constitution and By-Laws There shall be an Annual Meeting of the general membership. Meetings of the Board of Directors shall be held immediately after, and at the same place as regular meetings of the general membership. Other meetings of the Board of Directors may be held at such times and places as noticed by the Board. Any Member of the BAA may attend meetings of the Board of Directors at any time.

The one exception to this is when the Board must discuss sensitive personnel or business matters. The board may retire to a private location with no observers. Minutes of these Executive Sessions will not be published but will be held in the board archives.

**Section 2.5.1** When space is limited attendance will be available on a first come first serve basis. All reasonable means will be employed to accommodate members who wish to attend. These meetings may include remote meetings by telephone conferences or online meetings. The results of remote of telephone conferences or online meetings will be affirmed at the next in person meeting when the minutes of the remote meeting are accepted. The Board of Directors will designate arrangements for remote attendance of meetings by BAA Members and Board Members and due notice given. Each standing committee shall meet at least once prior to the business meeting of each regularly scheduled BAA meeting, if deemed necessary by the chairman of the committee. Committee meetings shall to be governed by the same rules as regular Board meetings.

**Section 2.6 Notice of Meetings:** All meetings of the Board of Directors shall be posted on the website, or mailed to all members, with details as to the time, date, location and agenda.

**Section 2.6.1** Any gathering of Board Members other than at advertised Board Meetings, called by the President and open to the membership, may not be used to conduct business or discuss items that may come up for a vote in a regular session. These sessions may be used to discuss project progress or provide for mutual support and socializing.

**Section 2.7 Action without a Meeting:** Any action which is authorized at a meeting of the Board of Directors, may be authorized without a meeting of the Board, provided such action is in a writing or writings signed by a majority of the Directors and filed in the records of the BAA. However, if the action requires approval of the general membership such action will be effective if signed by the number of directors or members of such committee that would be required to take the same action at a meeting at which all of the directors or committee members were present.

**Section 2.8: Quorum and Voting:** A majority of regular Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors but must include either the President or the Vice-President. The number of At-Large Directors is not included in figuring the number of directors needed for quorum. If any At-Large Directors are present at a meeting they may be counted towards quorum. In the absence of a quorum, the majority of the Directors present may adjourn the meeting until a quorum is present. In the absence of a regular board meeting the presence of seventy five percent (75%) of the Executive Committee shall constitute quorum. Voting for Officers and Directors of the Board shall be done by secret ballot. All members of BAA as provided by Robert's Rules, shall be entitled to the floor of any BAA meeting; however, only Association Members in good standing are eligible to vote upon motions, election of Officers, and other business of BAA before the membership.

**Section 2.9 Removal or Resignation of Directors:** The entire Board or any Director may be removed from office, with cause, at any special meeting of the general membership duly called for that purpose as provided by these Bylaws, by a majority vote of the general membership. Any director may be removed for cause if he/she fails to be present for more than two or Twenty five percent (25%) of official board meetings per calendar year, unless there are extenuating circumstances as deemed acceptable by the board or the President. In lieu of removal the Board may vote reduce the absentee Board Member to Inactive Status whereby they lose their Board Voting privileges, committee

chairmanship(s) and Executive Position(s). The inactive Board Member can be reinstated by appearing at an in person meeting asking for reinstatement. Any Board member may offer their written resignation to the President or Vice President at any time and may also tender their resignation at a physical Board meeting. The meeting minutes will suffice as a written resignation.

### **Article 3 Standing Committees**

**STANDING COMMITTEES:** The chairs of the following standing committees shall be appointed by the newly elected President of the Board. Committees chairs will serve for two year terms. They may succeed themselves for one additional term upon approval of the newly elected President of the Board. Any additional terms will require confirmation by a majority of the full Board. The Chair of each Committee may appoint the number of members necessary to enable him/her to perform his/her duties.

**Section 3.1 Membership Committee:** The Membership Committee shall be empowered to examine the qualifications of applicants for all categories of membership. The Membership Committee shall actively recruit alumni of Bement. This Committee shall keep a current list of the general membership including each member's mailing address and type of membership. There shall be an BAA membership roster published annually after the annual meeting. The categories of membership shall be indicated in the roster.

**Section 3.2 Fundraising Committee:** The Fundraising Committee shall actively engage in fundraising activities for BAA. Fundraising will be done for the General Fund, The Endowment Fund and The Capital Fund. BAA funds shall be used for the dissemination of information and such other expenses as may be deemed necessary. Other expenditures, prior to being incurred, must be approved by a majority vote of the Board of Directors, and/or by a majority vote of the voting membership present at a regularly scheduled BAA meeting.

**Section 3.3 Auditing Committee:** This Committee will consist of at least three (3) Members who do not hold an elected office in BAA. The Auditing Committee shall audit the books of the Treasurer once annually. An independent audit shall be conducted at least once every three years, under the direction of the Audit Committee, by a certified public accountant who is not a member of BAA. The Chairman of Auditing Committee shall immediately inform the Board of Directors of any discrepancies found during any audit.

**Section 3.4 Marketing Committee:** The Committee will be charged with developing and presenting meaningful promotional materials and presentations concerning BAA and Bement. They will obtain spokespersons who will make presentations to groups who have an interest in BAA or Bement. These groups

are to include those wishing to use the Bement facilities, groups with children who would like to attend Bement and any interested groups with special needs. This Committee will also be responsible for the maintenance of the BAA website. Only with the approval of the President and/or the Board of Directors, can a member give any news release or give any public statement which implies to represent the opinions, views, etc. of the BAA.

**Section 3.5 By-Laws Revision Committee:** It shall be the responsibility of this Committee to assure that the Mission Statement, Goals and By-Laws of BAA are kept up to date by making changes, revisions or amendments when necessary and presenting them to the membership for approval by majority vote. This Committee, at the direction of the President and the Board of Directors, will consider written proposals for revision and changes and amendments to the By-Laws, Missions Statement and Goals from the members of the association.

#### **Article 4 - Amendments**

**Section 4.1 Amendment Process:** These By-Laws may be amended by a vote of two-thirds of the membership present and voting at a regularly scheduled BAA meeting. No amendment shall be voted upon unless a copy of the proposed amendment has been sent to every voting member of BAA at least thirty (30) days prior to a regularly scheduled meeting.

**Section 4.2 Mail in Ballot:** These By-Laws may be amended by a mail ballot upon a majority vote of voting members responding provided that the proposed amendment has been circulated in writing by electronic mail or US Mail to the voting membership at least thirty (30) days prior to the designated date of the mail vote.

**Section 4.3 Effective date of Amendments:** Amendments shall take effect immediately when approved, unless otherwise stated in the amendment.

#### **Article 5 Membership**

**Section 5.1 Qualifications for Membership:** Members in good standing of BAA must fill out a membership application on the website or on paper and submit it to the membership committee and provide the BAA with a current mailing address. In order to qualify as a Member of the Bement Alumni Association a person or group must fall into one of the following categories:

1. **Bement Alumni:** Attended Bement as a camper as a child and/or been on staff as an adult
2. **Friends of Bement:** Financially, Physically, or Spiritually invest in Bement

3. **Other classes of Membership:** these are to be determined by the BAA Board, such as corporate sponsors, bequests, etc.

## **Article 6 Dues**

**Section 6.1 Rate of Dues:** If and when Dues are enacted by the Board, or the General Membership the rate of any annual dues for Active Members, shall be reviewed and may be changed at the annual meeting.

### **Secretary's Certificate:**

The undersigned hereby certifies that she/he is the Clerk of the BAA, a Massachusetts Corporation; the foregoing is a full, true, and correct copy of the Bylaws of this corporation, which Bylaws are in full force and effect as of this date.