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## Conception Seminary Alumni Association Constitution and Bylaws

### Article I: Name

Section 1: The official name of this organization shall be the *Conception Seminary Alumni Association*, hereafter referred to as the *CSAA*. This Association is the official Alumni Association of Conception Seminary College, Conception, Missouri.

### Article II: Affiliation

Section 1: This organization is affiliated with Conception Seminary College (CSC) as a recognized entity and as such, agrees to abide by the rules, policies, and procedures of CSC. The CSAA is advised by CSC President-Rector (or its appointed representative) and functions in accordance with CSC's policies and bylaws, as well any applicable civil laws.

### Article III: Purpose

Section 1: The purposes of the Conception Seminary Alumni Association are:

- A. To preserve and strengthen the bonds of fellowship, friendship, and fraternal charity that unite those who have been educated by and/or formed at Conception Seminary.
- B. To facilitate an active relationship with CSC students and faculty to promote and further the interests of Conception Seminary College.
- C. To plan, coordinate, and manage the Annual Alumni Reunion for the General Membership.

### Article IV: Membership

Section 1: For the expressed purpose of these bylaws, "Alumnus" is hereby defined as a graduate or former student of specific programs of Conception Seminary College. These programs include the following:

- A. Formation and training of students for the priesthood, diaconate, consecrated, and/or religious life.
- B. Membership in CSAA shall not discriminate against any individual regardless of race, national origin, color, religion, sex, age, veteran status, sexual orientation, and/or ability.

## **Article V: Directors and Officers**

- Section 1: The complete CSAA Board of Directors shall consist of no more than fifteen (15) members from the following categories:
- A. The officers of the CSAA shall include a President, Vice-President, Treasurer, Secretary;
  - B. Plus, seven (7) other Directors;
  - C. Plus, the immediate Past-President.
  - D. There shall be a maximum of twelve (12) Directors from the General Membership.
- Section 2: In addition to the twelve (12) Directors and Officers from the General Membership:
- A. The President-Rector of CSC (or its designee) shall be a member of the Board of Directors with full voting privileges.
  - B. The President of Conception Seminary College Student Council (or its designee) shall be a member of the Board of Directors with full voting privileges.
  - C. A Director for Alumni Relations shall be appointed by the Abbot-Chancellor in consultation with the CSC President-Rector. The Director for Alumni Relations will act as a mentor and liaison with all Alumni in matters of mutual interests. This person shall be a member of the CSAA Board of Directors with full voting privileges
  - D. The immediate Past-President will serve in a one year advisory capacity to the newly elected President. The Past President will not have voting privilege unless their term as a Director has not expired.
- Section 3: Executive Committee: The full complement of Officers along with the President-Rector and Director for Alumni Relations constitutes the Executive Committee.

## **Article VI: Election of Board of Directors**

- Section 1: Election to the CSAA Board of Directors shall take place annually and will coincide with the Annual Alumni Reunion and occur during a period from sixty (60) days prior to the official Annual Business Meeting. Results shall be announced at the Annual Business Meeting.
- A. Members in good standing of the CSAA are eligible for nomination to the Board of Directors.
  - B. Nominations, including self-nominations, are welcome from all CSAA members.
- Sections 2: Voting:
- A. A Nominating Committee consisting of five (5) members - specifically: the Secretary, the President-Rector, the Director for Alumni Relations, and two (2) others appointed by the Board of Directors will oversee the nominating and election process. The Secretary shall chair this committee.
    - 1. The full Board of Directors will arbitrate any disputes that may arise within the committee and their decision(s) will be final.
    - 2. The Nominating Committee will determine the best method of assuring the integrity of the nominating and election process including securing the nominee's acceptance of the nomination.

3. On-line ballot, mail, and in person voting shall be permitted.
- B. Every individual of the CSAA General Membership shall be provided a voting ballot with a proxy statement and voting instructions sixty (60) days in advance of the announced date of the Annual Alumni Reunion and Annual Business Meeting.
- C. Emails and physical address on file in the Development Office will be considered the current, official list of General Members of CSAA.
- D. The Nominating Committee shall put forth a slate of nominees that will be presented to the General Membership for voting purposes.
- E. The voting ballot shall list the names of eligible candidates to the CSAA Board of Directors and will include instructions regarding the voting process.
- F. Provision on the ballot for a “write-in” candidate should be provided.
- G. Proxy:
  1. A proxy form will be included with each ballot.
  2. If the proxy form is not returned to the designated Nominating Committee representative, that proxy will be considered to have been forfeited and voted as desired by the Nominating Committee.
  3. If the proxy form is returned, the instructions of the member-voter will be followed and counted/entered by the Nominating Committee as so directed by the member-voter.
- H. All ballots and voting must be received by the Nominating Committee by midnight Central Time of the day before the opening day of the Annual Alumni Reunion.
- I. The Nominating Committee will count the ballots. And, the election results shall be announced by the Secretary at the Annual Business Meeting of the Alumni Reunion.

Section 3: Length of Board Member’s Term of Service:

- A. Each member of the Board of Directors shall serve a three (3) year term of office.
- B. Complete Board of Director membership terms will be staggered to assure continuity of programs, planning, and execution.

Section 4: Vacant Office:

- A. Should an Officer or Member of the Board find it necessary to vacate their respective position, the President will then select a candidate for the office vacated and present that candidate for approval to the Executive Committee. To place a candidate in office through this procedure, they must receive two-thirds (2/3) vote of the Executive Committee. If such vote is not reached, the President will repeat the process until successfully agreed.
- B. If the vacated office is that of the President, the Vice-President will proceed as “Acting President” and conduct the process as described in (Section 4, paragraph A) above.

## **Article VII: Election of Officers**

- Section 1: The officers of the CSAA shall include a President, Vice-President, Treasurer, and Secretary. These positions shall be elected by the full Board of Directors at a meeting called by the sitting President. Officers shall be elected from the current duly elected full Board of Directors.
- A. Officers shall be elected for one (1) two (2) year term. Each is eligible for re-election to their respective position as desired by the full voting membership of the CSAA Board of Directors.
  - B. Newly elected Officers shall immediately assume their respective positions of leadership upon election's completion.
  - C. Should the President's term of office as Director expires before the term of office as President expires, the term as Director shall automatically be extended for a period to coincide with the term of time for the Presidency's election. This could temporarily expand the full Board of Directors by one (1) member. Such an extension shall not alter the regular election of Directors in that given period.

## **Article VIII: Duties of Officers**

- Section 1: President: The President shall:
- A. Call and preside at the regular meetings of CSAA and the Board of Directors.
  - B. Be a member, *ex officio*, of all committees appointed by the Board of Directors or by CSAA.
  - C. Oversee all operations of the CSAA.
  - D. Preside over all regular and special meetings.
  - E. Call Executive Committee meetings as necessary.
  - F. Be present at all CSAA functions or assign a designated Officer representative.
  - G. Monitor the duties and current business of all Officers and ensure that each Officer is completing their assigned tasks. In the event an Officer is not completing their tasks, it is the President's responsibility to address the situation and ensure that the task is completed by either completing them or causing them to be completed or reassigning the task to another Officer.
  - H. Prepare an agenda for each Executive Committee meeting and each regular CSAA Board meeting.
  - I. Prepare an update and status report for the General Membership for the Annual Business Meeting during the Annual Reunion.
  - J. Keep the Board of Directors apprised of events involving CSAA business.
- Section 2: Vice-President: The Vice-President shall assist and support the President in all duties and responsibilities and act on behalf of the President in the latter's absence.
- Section 3: Treasurer: Although the CSAA normally does not handle any funds of its own, it is expected that the Treasurer be a liaison to CSC and the Development Department in any funds that are generated through the Annual Alumni Reunion and/or directly related thereto. This would include working with the Development Department on costs, expenses, and charges associated with the Annual Alumni Reunion.
- Section 4: Secretary: The Secretary shall
- A. Make and keep a record of the proceedings of each meeting of the Board of Directors and all business meeting conducted during the Annual Alumni Reunion.
  - B. Keep a roll of membership and current list of the emails and physical addresses of the CSAA membership as included and on file in the Development Office.



- C. Be a member of and chairperson of the Nominating Committee and report results to the General Membership at the Annual Business Meeting at the Annual Alumni Reunion.

Section 5: General: The Board of Directors shall:

- A. Appoint committees as deemed necessary.
- B. Determine the dates for its own regular meetings and for the Annual Alumni Reunion of the CSAA and coordinate the meetings scheduling with all applicable departments.
- C. Provide for an accounting of certain disbursements as needed.
- D. Appoint replacement(s) to fill vacancies on the Board of Directors for unexpired terms.
- E. Keep a record of its proceedings which shall be reported in summary to the assembled body of the Alumni at the Annual Business Meeting of the Annual Alumni Reunion.

### **Article IX: Meetings**

Section 1: Called Meetings:

- A. The CSAA shall have four (4) meetings annually. One of these meetings shall be the Annual Business Meeting at the Annual Alumni Reunion. Meetings may be held remotely via electronic methods at the discretion of the Executive Committee.
- B. The President of CSAA and/or the President-Rector of CSC and/or the Director of Alumni Relations appointed by the Abbot-Chancellor may call a Board Meeting.
- C. Ten (10) days' written notice of meetings must be provided to each Board Member. Email is considered valid notification.
- D. Quorum:
  - a. Board of Directors: A simple majority of the full membership of the Board of Directors of the fifteen (15) members shall constitute a quorum.
  - b. Executive Committee: A simple majority of the full membership of the Executive Committee shall constitute a quorum.
- E. Emergency Meeting: The President-Rector and/or the Director of Alumni may call an Emergency Board Meeting dealing with urgent, time sensitive matters with only a twenty-four-hour (24 hour) notice to the full Board. In this situation, the Quorum ruling is waived.
- F. The notices for the dates of the Annual Alumni Reunion and CSAA Annual Business Meeting shall be provide to the general membership sixty (60) days prior to the event.

### **Article X: Standing Committees**

Section 1: Nominating Committee shall:

- A. Consists of five (5) members: the Secretary, the President-Rector, the Director for Alumni Relations, and two (2) others appointed by the Board of Directors. The Secretary shall chair this committee.
- B. Oversee and conduct the nominating and election process.
- C. Determine the best method of assuring the integrity of the nominating and election process including securing the nominee's acceptance of the nomination.
- D. Secure nominees for positions on the CSAA Board of Directors.

- E. Count the ballots and report the results at the Annual Business Meeting at the Annual Alumni Reunion.

Section 2: Annual Alumni Reunion Committee shall:

- A. Assist in planning and implementing an enriching experience for the Annual Reunion.
- B. Develop nominees for the Annual Distinguished Alumnus Award.
- C. Propose, for Board of Directors' approval, the Celebrant and Homilist for the Eucharist.
- D. Develop prospective speakers/presenters for the Annual Alumni Reunion Conference.
- E. Create new ideas to attract attendance to the Annual Alumni Reunion.

Section 3: Special Events Committee shall:

- A. Work with the Development Department with Special Events.
- B. Create new, interesting, and exciting events for the CSAA General Membership.

Section 4: Communications Committee shall:

- A. Work with the Development Department to communicate with the CSAA General Membership.
- B. Monitor and assist with website access and social media.

Section 5: Membership and Recruitment Committee shall:

- A. Develop procedures to increase membership.
- B. Do outreach programs.

#### **Article XI: Amendments**

Section 1: All amendments to this Constitution and Bylaws must be presented to, and ratified by, the General Membership of the CSAA. A simple majority vote of those responding to the call to vote shall be necessary for the enactment of the proposed amendment.

Section 2: All proposed amendments to this Constitution and Bylaws must be submitted to the Board of Directors of the CSAA at least two (2) months before the regularly scheduled Annual Alumni Reunion and Annual Business Meeting. The Board of Directors, through its Secretary, shall present the proposed amendments to the assembled body of members of the CSAA at least one (1) month prior to the Annual Alumni Reunion and Annual Business Meeting.

#### **Article XII: Robert's Rule of Order**

Section 1: The General Membership meeting and meetings of the CSAA Board of Directors shall be conducted in accordance with *Robert's Revised Rules of Order*. The Board of Directors may annually elect a parliamentarian from among its membership.

#### **Article XIII: Effective Date**

Section 1: This *Constitution and Bylaws of Conception Seminary Alumni Association* was presented to and ratified by the General Assembly of the Association and became effective upon an affirmative vote of approval of a simple majority vote of the General Membership meeting on the 22<sup>nd</sup> Day of September 2017.