ERSKINE ALUMNI ASSOCIATION CONSTITUTION AND BY-LAWS

PREAMBLE

Institutional Mission Statement

Erskine is an academic community that exists to glorify God by equipping students to flourish as whole persons for lives of service.

Erskine College Mission Statement

The mission of Erskine College is to equip students to flourish by providing an excellent liberal arts education in a Christ-centered environment where learning and biblical truth are integrated to develop the whole person.

Erskine Theological Seminary Mission Statement

Erskine Theological Seminary is an educational institution of the Associate Reformed Presbyterian Church, and the Seminary has been called by God and commissioned by its host to serve not only that denomination, but also the entire Church of Jesus Christ. The mission of Erskine Theological Seminary is to educate persons for service in the Christian Church.

ERSKINE ALUMNI ASSOCIATION CONSTITUTION

ARTICLE I – NAME

Section 1 The name of this organization shall be the Erskine Alumni Association, hereinafter called the Association.

Section 2 The Association is an ancillary organization of the non-profit corporation known as Erskine College, hereinafter called Institution, which consists of Erskine College and Erskine Theological Seminary.

Section 3 Whenever used in these By-Laws, the word alumnus shall be interpreted to include also alumna of the Institution; similarly the word alumni shall be interpreted to also include alumnae.

ARTICLE II – PURPOSE

The Association shall:

a) Promote the cause of excellence in Christian liberal arts education in keeping with the highest standards of the Erskine motto - "Scientia cum moribus conjuncta."

b) Promote the interests, welfare and educational aims of the Institution and its alumni;

c) Promote the beneficial exchange of information, ideas, and opinions among the Institution and her constituencies, including Erskine alumni;

d) Serve the Institution, its alumni, and friends, while establishing and maintaining mutually beneficial relationships among these groups;

e) Develop and involve alumni in service as human, financial, and intellectual resources to the Institution, to the Association, and to each other, thereby promoting and strengthening these relationships; and

f) Develop, institute, and maintain policies and services which are consistent with the educational aims of the Institution, and which address the interests and needs of alumni.

ARTICLE III – MEMBERSHIP

Section 1 Membership in this Association shall comprise voting members and honorary members.

Section 2 The voting membership of this Association shall consist of:

a) the holders of degrees from Erskine College and/or Erskine Theological Seminary; and
b) former students of the Institution who have pursued regular courses and received college and/or seminary credit.

Section 3 Honorary non-voting membership shall consist of non-alumni from the following groups:

a) Honorary degree holders;
b) Trustees and former trustees;
c) Members and former members of the Institution's faculty and staff;
d) Officers of the Institution;
e) Such others as may be nominated by the membership and elected at any regular annual meeting of the Association.

ARTICLE IV – OFFICERS AND DIRECTORS

Section 1 The officers of the Association shall consist of a President, a President-Elect, and a Secretary.

Section 2 A board of directors, hereinafter called the Alumni Board, shall exist to conduct the business of the Association.

ARTICLE V – CONSTITUTIONAL AMENDMENTS

Section 1 Any ordinary proposed amendment to the Constitution shall originate from, and/or be referred to the Constitution and By-Laws Committee for review and presentation to the Alumni Board.

Section 2 After consideration, the Alumni Board shall vote on proposed amendment(s) to the Constitution. The Alumni Board shall submit proposed amendment(s) they have approved at the next meeting of the Association for a vote. If a quorum is present and a majority of the members at that meeting approve, the amendment(s) shall become effective from that day.

Section 3 If the Alumni Board decides an amendment is of an urgent nature, it shall have the power to approve and declare operative such an amendment without review by the Constitution and By-Laws Committee and without a vote of the Association. In such cases, the Constitution may be amended by unanimous consent in any Alumni Board meeting other than a Special Meeting; by two-thirds of the Members voting when notice was given in the notice of the meeting; or, by simple majority at two consecutive meetings voting on the same question. However, the amendment made operative in such a manner must be voted on and approved by the Association at its next scheduled session as provided in Section II of this Article.

ARTICLE VI - EFFECTIVE DATE

This Constitution shall become operative from this day, April 28, 2012.

ERSKINE ALUMNI ASSOCIATION BY-LAWS

ARTICLE I – LOCATION OF OFFICES

The Office for the transaction of the business of this Association shall be located in Erskine College, Due West, South Carolina, and shall be designated the Alumni Office.

ARTICLE II – DUTIES OF ASSOCIATION OFFICERS

Section 1 The Alumni President shall have primary responsibility for leadership of the Association including:

a) presiding at all meetings of the Alumni Board;
b) appointing Committee Chairs;
c) serving as an ex-officio member of Standing and Special committees of the Alumni Board; and
d) serving as a voting member of the Erskine Board of Trustees.

Section 2 The President-elect shall perform such duties as usually devolve upon the office of Vice-President. In the absence of the President, the President-elect shall serve as the President of the Association, performing the duties of that office as required.

Section 3 The Secretary shall perform such duties as usually devolve upon this office.

ARTICLE III – ALUMNI BOARD OF DIRECTORS

Section 1 The voting members of the Association's board of directors, hereinafter called the Alumni Board, shall consist of the Association's officers, eighteen (l8) directors, and three voting *ex officio* members - the President of the Flying Fleet Club and two (2) Annual Fund Co-Chairs. As used in these By-laws, "Members" shall mean these voting members.

Section 2 The Director of Alumni Affairs shall serve as an *ex* officio non-voting member of the Alumni Board.

Section 3 All Members shall be active members of the Association as demonstrated by their participation, encouragement and other support of the Institution. Members are expected to advance the mission of the Institution by contributing financially to its support on an annual basis as they are able, by assisting to identify sources of support, and by securing gifts from such sources.

Section 4 Directors will be representative of the Alumni as a whole, shall include both college and seminary alumni, and shall strive to be representative of the Association without regard to race, physical abilities, sex, religion, or age.

ARTICLE IV – ALUMNI BOARD COMMITTEES

Section 1 The Alumni Board shall have the following Standing Committees, each having a minimum of four (4) Members. Membership on these committees may be drawn from the membership of the Alumni Board or the Association. Prior to the first meeting of the new fiscal year, the Alumni President shall appoint the members and

the chair of such committees. Chairs of committees shall be Members of the Alumni Board. The Standing Committees may establish their rules of procedure. Each committee shall select a vice chair. Only Members may vote in committee meetings, and a majority of such committee Members shall constitute a quorum.

a. *Advancement Committee*. The Committee shall advise the Alumni Board regarding the Annual Fund campaign as well as other funds development, institutional-support, and constituent-relations issues. The Annual Fund co-chairs shall serve as voting ex officio members of the Committee. The Committee shall also be responsible for coordination of long-range planning for the Association.

b. *Enrollment Committee*. The Committee shall advise the Alumni Board on enrollment activities, emphasizing ways that the Directors and Association members can assist with enrollment efforts of the Institution.

c. *Student Services Committee*. The Committee shall advise the Alumni Board regarding programs and services of interest to students, excluding academic programs, and shall provide and advise the Alumni Board regarding encouragement of intercollegiate athletics at Erskine College. The President of the Flying Fleet Club shall serve as a voting ex officio member of the Student Services Committee.

d. *Executive Committee*. The Committee shall consist of the Alumni President, President-Elect, Secretary, and the chair of the other Standing Committees or the vice chair of any Standing Committee in the absence of the chair. The Alumni President shall serve as chair of the Committee. The Committee shall meet on the call of the Alumni President or of any two members of the Committee.

e. *Nominating Committee.* The Alumni President shall appoint a committee consisting of the President-elect (Chairman), the Alumni President, the Secretary, the Institution's Vice President for Advancement, the Director of Alumni Affairs, and one Member from the Alumni Board (a total of six). This Committee will have responsibility for reviewing candidates and making nominations to the Alumni Board, including nominees for the offices of President, President-elect, and Secretary. The Committee shall also be responsible for nominating candidates on an annual basis for the Young Alumni Award, Erskine Volunteer Service Award, Honorary Alumni, and one candidate for the Alumni Distinguished Service Award. These candidates shall be submitted to the Alumni Board for approval. The Nominating Committee shall also provide recommendations to the Alumni President of persons to serve on the Institution's Board of Trustees. The

Alumni President will submit these candidates for consideration in accordance with the Institution's By-Laws and policies.

Section 2 Special Committees

a. *Constitution and By-Laws Committee*. When necessary the Alumni President or the Alumni Board shall call for the appointment of a Constitution and By-laws Committee consisting of a chair and at least two (2) other members. The Committee shall become thoroughly familiar with the Constitution and By-Laws as well as the history of, the precedents of, and the amendments to the Constitution and By-Laws. The Committee shall prepare, review, and submit any proposed amendment(s) to the Constitution and/or By-Laws to the Alumni Board for approval unless the amendment is of an urgent nature to the Constitution, in which case the provision of Constitution's Article VI, Section III shall apply.

Any questions concerning constitutionality shall be referred to the Constitution and By-laws Committee for study and recommendation. The Director of Alumni Affairs and his/her staff shall maintain an up-to-date master copy of the Alumni Association Constitution and By-laws and an up-to-date special file containing copies of all available previous Constitutions and By-Laws, and of any minutes or correspondence pertaining to the Constitution and By-Laws including reports and recommendations of this committee.

b. The Alumni Board may create, charge, receive reports from, and discharge additional Special Committees from time to time as it sees fit. The Alumni President shall appoint the membership and the chair of such committees. Such Special Committees may establish their rules of procedure.

ARTICLE V – ELECTIONS, APPOINTMENTS, AND REMOVAL FROM OFFICE

Section 1 Officers and Directors of the Association shall be elected at the spring meeting of the Alumni Association. The report of the Nominating Committee shall be read to the Association. The presiding officer will then ask for nominations from the floor before proceeding with the election.

Section 2 The President-Elect shall succeed to the office of the President at the expiration of the current President's term of office. The President-elect shall also fill the unexpired term of the President if a vacancy occurs in that office.

Section 3 The term of office of the Directors shall be three (3) years. Terms shall be so arranged that six (6) Directors shall be elected annually.

Section 4 The terms of the office of President, the President-Elect, and the Secretary shall be two (2) years and they shall be ineligible to succeed themselves in their respective offices. The President, the President-Elect and the Secretary shall be elected and installed in odd-numbered calendar years. Officers' terms shall begin immediately following the spring meeting of the Association.

Section 5 The Annual Fund co-chairs shall be appointed for a term of office of one year. The co-chairs shall be appointed by the Vice President of Advancement and the Director of Alumni Affairs with the cooperation and approval of the Alumni Board Nominating Committee. The Annual Fund co-chairs shall serve as ex officio voting Members of the Alumni Board.

Section 6 The Flying Fleet Club President shall be elected by that organization and shall serve at the discretion of the Flying Fleet Club. The Flying Fleet Club President shall serve as an ex officio voting Member of the Alumni Board.

Section 7 Members of the Alumni Board may not be removed without cause. Only the Alumni Board, by two-thirds vote of the Members present, may remove a Member from office for cause, but only after the Member has had or waived the due process hearings as herein provided. Any Member having removal charges brought against him shall be entitled to a hearing before the Executive Committee. If the Executive Committee recommends removal, the affected Member shall have the right to a hearing before the Alumni Board if the Member requests such a hearing in writing within ten (10) days after receiving written notice of the recommendation of the Executive Committee.

An accurate record of each hearing shall be kept by recording device or other method approved by the Executive Committee. Unless waived, the affected Member shall be given at least ten (10) days written notice of each hearing. The person bringing the charges and the affected Member may each be accompanied and assisted in presenting their cases at the hearings by a Member of the Alumni Board but not by anyone who is not a Member of the Alumni Board.

The hearings need not be conducted strictly according to the rules of evidence or law, but may be conducted in an informal and fair manner. Any relevant material upon which responsible persons customarily rely in the conduct of serious affairs shall be admissible for consideration.

The person bringing the charges and the affected Member shall each have the right to call and examine witnesses, to introduce evidence, to cross examine any witness on

any matter relevant to the issue of the hearing, and to make opening and closing statements.

Section 8 Any Member who is absent from two (2) consecutive Regular (as defined in Article IX, Section 3) meetings of the Alumni Board may be asked by the Alumni Board to resign.

ARTICLE VI - ALUMNI PRESIDENTS COUNCIL

Section 1 The Alumni Presidents' Council shall consist of the previous ten (10) Presidents of the Alumni Association. The immediate past Alumni President shall serve as chair of the Council. Five members shall constitute a quorum. The Council shall meet on call of its chair, at the request of any three members of the Council, or at the request of the Alumni Board or Alumni President.

Section 2 The duties of the Council shall be to participate on the Alumni Board as ex-officio non-voting members and to advise the Association and the Alumni Board on significant matters which may arise from time to time. Further, the Council may communicate its opinion on matters of concern to the Alumni President and/or the Alumni Board. The Alumni President shall, when so advised by the Alumni Board, pass these communications along to the President of the Institution and the Board of Trustees.

ARTICLE VII – APPOINTMENT OF DIRECTOR OF ALUMNI AFFAIRS

The Director of Alumni Affairs shall be selected from a list of recommendations submitted by the Alumni Board and appointed by the President of the Institution.

ARTICLE VIII - AFFILIATES

Section 1 *Class Affiliates* - Each graduating class shall form a unit of the Association designated as "Erskine College Class of {year of graduating class}". The purpose of class affiliation shall be to maintain communication among members of that class, assist the Alumni Board in fundraising on behalf of Erskine, organize class reunions, and otherwise represent the interests of its members. A "Class Agent" shall be elected at each scheduled reunion to represent his/her class and serve as the primary liaison between his/her class, the Alumni Office and Alumni Board.

In the event a vacancy occurs for a Class Agent, the Alumni President may appoint an Interim Class Agent to serve until the next scheduled reunion when a new Class Agent will be elected by members of the Class.

Section 2 *Local or Regional Chapters* - Local or Regional Chapters may be formed wherever

there is a sufficient concentration of and interest among alumni in a given area. Such chapters shall be encouraged and assisted by the Director of Alumni Affairs and his/her staff and by the Alumni Board in establishment of these Chapters. Such chapters shall work with and seek recognition and approval by the Alumni Board.

Section 3 An Alumni Chapter may elect the following officers for two-year terms: Chapter President, Chapter President-elect and Chapter Secretary-Treasurer. The Chapter President may appoint committees as needed.

Section 4 The Alumni Association encourages the promotion of responsible behavior at all alumni events including class reunions, chapter meetings, and related activities.

ARTICLE IX – MEETINGS

Section 1 The Alumni Association shall meet in the spring of the year, with the exact date, place, and hour to be set by the Alumni Board and announced in a timely fashion to Association membership.

Section 2 Seventy-five members of the Alumni Association shall constitute a quorum.

Section 3 Regular meetings of the Alumni Board shall be held three times a year upon the call of the Alumni President. Special meetings of the Alumni Board may be called by the Alumni President or a majority of its Members. At least ten days' notice of each Regular or Special meeting shall be given to each Member. A Member may waive notice by attending the meeting without objection or by filing a written waiver.

Section 4 Thirteen voting Members of the Alumni Board shall constitute a quorum.

Section 5 Special meetings of the Association may be called by a majority vote of the Alumni Board in any of its Regular or Special meetings.

Section 6 Meetings of any standing or special committees of the Alumni Board shall be held upon the call of the chairman of the committee.

Section 7 Local or area chapter meetings shall be determined by the individual chapters. Notice of such meetings shall be provided to the Director of Alumni Affairs in a timely manner.

Section 8 Electronic meetings of the Alumni Board or its committees may be conducted through the use of electronic technologies.

ARTICLE X – FINANCIAL CAMPAIGNS

Section 1 The Annual Fund campaign is the principal financial campaign for the Institution and is undertaken cooperatively by the Alumni Association and the Institution's Board of Trustees in consultation with the Vice President of Advancement and the Director of Alumni Affairs.

Section 2 Other financial campaigns that involve large numbers of alumni shall be coordinated among the Alumni Board, the Board of Trustees, and the Administration. In the event the Alumni Board and/or the Association desire to pursue minor fund-raising efforts for internal Association initiatives and purposes, such efforts shall be coordinated with the Vice President of Advancement and the Director of Alumni Affairs.

ARTICLE XI - PUBLICATIONS, ALUMNI INFORMATION, AND ALUMNI BOARD DOCUMENTS

Section 1 The Institution may publish and distribute certain Association print and electronically-disseminated publications with the advice and consent of the Alumni Board. The Director of Alumni Affairs shall have primary responsibility for editing publications pertaining to the Association.

Section 2 The Alumni Association through the Alumni Board shall maintain the right to prepare and publish or distribute newsletters or similar print or electronically disseminated publications from time to time in cooperation with the Alumni Office.

Section 3 The Alumni Board shall have general supervision and editorial approval of publications of the Association.

Section 4 Alumni contact information including names, addresses, telephone numbers, and email addresses held by the Alumni Office will be provided to the Executive Committee of the Alumni Board upon request for use in fulfilling the duties of their offices. The Alumni Association and the Alumni Office shall work in concert to maintain an up-to-date list of alumni contact information.

Section 5 Alumni contact information shall not be distributed to outside sources without the consent of the Alumni Office. The Alumni Board Executive Committee shall be made aware of any such distributions.

Section 6 Distribution of alumni contact information shall only be used for purposes that directly benefit the Institution and/or the Association.

Section 7 The Alumni Office shall maintain an up-to-date master copy of the Alumni Association Constitution and By-laws, and a file containing copies of all available previous Constitutions and By-Laws.

Section 8 The Alumni Office shall maintain a file containing the minutes of the Alumni Board and any other correspondence, reports or similar documents as that body may produce.

ARTICLE XII - SALARIES

No officer of the Association except the Director of Alumni Affairs and no member of the Alumni Board or committees shall receive compensation.

ARTICLE XIII -VACANCIES

Vacancies in the office of President-Elect, Secretary, or members of the Alumni Board from any cause shall be filled by the Alumni Board for the period of the unexpired terms. Nominations for unfilled offices shall be made by current Members at the next regularly scheduled meeting of the Alumni Board. Nominees' agreement to serve in such office shall be secured in advance of announcement.

ARTICLE XIV –- CONFLICTS OF INTEREST AND UNDUE INFLUENCE

Section 1 Members of the Alumni Board shall at all times act in a manner consistent with their responsibilities to the Institution and the Association. Alumni Board Members shall exercise particular care that no detriment to the Institution or the Association results from conflicts between their interests, those of the Institution, and those of the Association as a whole. A Member shall not, contrary to this Article, use their position, or the knowledge gained therefrom, to receive personal benefits, be personally enriched, or for other personal gain.

Section 2 No Member of the Alumni Board shall submit to undue influence from any external source, and the Alumni Board shall protect the Association and Institution from any such influence. Should any Member have reason to believe that undue influence has occurred, or is occurring; such person shall report the facts of the matter to the Executive Committee which shall review the matter. If the Committee determines there is a factual basis of such undue influence, then the Committee shall report the findings to the Alumni Board for appropriate action to prevent further incidents and to protect the Alumni Board, the Association, and the Institution from such undue influence.

ARTICLE XV – PARLIAMENTARY PROCEDURE

Matters of procedure and parliamentary practice undefined in this Constitution and By-Laws shall be governed by Robert's Rules of Order.

ARTICLE XVI– FISCAL YEAR

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

ARTICLE XVII – BY-LAW AMENDMENTS

Section 1 Any ordinary proposed amendment to the By-Laws shall originate from, or be referred to the Constitution and By-Laws Committee for review and presentation to the Alumni Board.

Section 2 After due consideration, the Alumni Board shall vote on proposed amendment(s) to the By-Laws. The By-laws may be amended by unanimous consent in any Alumni Board meeting other than a Special Meeting; by two-thirds of the Members voting when notice was given in the notice of the meeting; or, by simple majority at two consecutive meetings voting on the same question.

ARTICLE XVIII - EFFECTIVE DATE

These Bylaws shall become operative from this day, April 28, 2012.

NOTE: This copy of the Constitution and By-Laws includes amendments adopted by the Alumni Association on December 9, 1961; May 26, 1962; May 25, 1968; December 13, 1969, May 20, 1972, April 3, 1992, April 27, 1995, April 28, 2001, October 11, 2003, April 26, 2008, and April 28, 2012.