

## BYLAWS

### THE ALUMNI ASSOCIATION OF THE VICTORIAN SOCIETY SUMMER SCHOOLS

A Chapter of the Victorian Society in America

#### ARTICLE I Purpose

The Alumni Association of the Victorian Society Summer Schools (hereinafter referred to as the "Association") is formed for the following purposes:

- a. To support and encourage the national organization of the Victorian Society in America (hereinafter referred to as the "Society"), as it fosters public appreciation and understanding of the artistic expression of the Victorian Era in the United States;
- b. To promote the programs of the VSA Summer Schools;
- c. To provide opportunities for professional, educational and social interaction of the Summer Schools alumni through study tours, seminars and other activities;
- d. To provide consistent scholarship funds for the VSA Summer Schools; and
- e. To encourage participation in and scholarship, through the VSA Summer Schools.

#### ARTICLE II Members

Section 1. Membership in the Association shall be open to all persons who have completed the course of study at one of the Victorian Society Summer Schools, or designated ancillary educational programs, and have paid their dues as specified hereinafter.

Section 2. Members of the Association shall be required to pay annually such annual dues as the Board of Directors of the Association (hereinafter referred to as the "Board") may fix from time to time. So long as such members are in good standing by payment of dues, they shall have the right to attend, participate in and vote at all meetings of the Association, and to such other membership privileges as the Board may from time to time grant.

Section 3. Membership in the Association shall lapse when a member's dues are more than three months in arrears, and until such dues are paid, such members shall be disqualified from voting at any meeting or from acting as an officer or director of the Association.

## ARTICLE III

### Membership Meetings

Section 1. An annual meeting of the membership of the Association shall be held in every calendar year on a date and at a place to be fixed by the Board of Directors of the Association. Other membership meetings may be called as necessary by the Board of Directors. As an alternative to meeting at a designated location, members may conduct the meeting by telephone or other means of communication in accordance with procedures established by the Board of Directors.

Section 2. Members of the Association present at the meeting shall constitute a quorum for conducting official business. Except as otherwise provided in these bylaws or required by law, all actions at membership meetings shall be taken by a majority vote of the members present.

Section 3. Notice of and a proposed agenda for the annual membership meeting of the Association shall be given to each member in good standing no less than fourteen days in advance of the meeting. Notice of all other membership meetings of the Association shall be given no less than fourteen days in advance of the meeting.

Section 4. Upon petition by ten members of the Association in good standing or ten percent of such members, whichever is smaller, the President shall call a meeting of the Association's membership at a place and time determined by the President and approved by the Board. Such petition shall set forth the purpose(s) of the meeting.

## ARTICLE IV

### Board of Directors

Section 1. The affairs of the Association shall be managed by a Board of Directors consisting of all officers of the Association and five directors. The Association's directors shall be elected for three year terms, or until their respective successors are elected.

Section 2. The Board members shall hold no less than one regular meeting in each calendar year at such place and time as the President or Board shall determine. Advance notice of at least seven days shall be given of Board meetings to each member. As an alternative to meeting at a designated location, Board members may meet by telephone, or by other electronic means, as feasible, in accordance with procedures prescribed by the President and approved by the Board.

Section 3. Five members shall constitute a quorum of the Board. Except as otherwise provided in these bylaws or required by law, all actions of the Board shall be taken by majority vote of the members present or participating.

Section 4. Any vacancy in the Board occurring by reason of death, resignation or otherwise may be filled for the unexpired term by an election of the Board at its next meeting or by Association members at the next membership meeting of the Association. A Board member may be removed from office for cause by a two-thirds vote of the Board. Cause may include, but is not limited to, dereliction of duty, conflict of interest, or actions detrimental to the interest of the Association.

Section 5. The Board may from time to time create committees for such purposes and with such powers as the Board shall determine.

Section 6. Members of the Board shall serve as volunteers without monetary compensation for time or professional services rendered on behalf of the Association.

Section 7. If a transaction undertaken by the Association will in any significant manner personally benefit a Board member or a member of his/her family, that Board member must disclose to the Board the circumstances of the involvement and, at the discretion of the Board, recuse himself/herself from any participation in, discussion of or vote on the transaction.

## ARTICLE V

### Officers

Section 1. The officers of the Chapter shall be a President, Vice President, Corresponding Secretary, Membership Secretary and Treasurer, all of whom shall be elected for three year terms, or until their respective successors are elected.

Section 2. The President shall be the chief executive officer of the Association and shall exercise general supervision over its affairs. He/she shall appoint the chairman and members of all committees and may be an ex-officio member of all committees, except as otherwise provided in these bylaws. The President shall act as the Association's official representative to the Board of Directors and the Summer Schools Committee of the VSA, or shall appoint a representative from the Association for this purpose acceptable to the Board of the VSA. The President or his/her representative shall keep the VSA informed of the activities of the Association, and shall keep the Association informed of the decisions and activities of the VSA Board of Directors.

Section 3. The Vice President shall have the duties from time to time delegated to him/her by the President, or assigned to him/her by the Board. In the absence or disability of the President, the Vice President shall perform the duties and possess and exercise the powers of the President.

Section 4. The Corresponding Secretary shall keep the minutes of all meetings of the Association and of the Board; announce to the membership the membership meetings of the Association; arrange for the distribution of ballots for the election of officers and directors, distribute information about events and other Association activities; and perform all other duties customarily incident to the office of Corresponding Secretary or prescribed by these bylaws or the Board.

Section 5. The Membership Secretary shall process new members and arrange for the annual dues to be paid by each member. He/she shall maintain and update the membership database and furnish extracts of the mailing database to recipients as authorized by the Board, including to the VSA's Summer Schools Committee for its mailings and to the VSA in compliance with its annual Chapter filing requirements. The Membership Secretary shall perform all other duties customarily incident to the office of Membership Secretary or prescribed by these bylaws or the Board.

Section 6. The Treasurer shall have custody of all funds of the Association subject to such regulations as the Board may prescribe. He/she may endorse for collection on behalf of the Association all checks and other instruments for the payment of money and shall deposit them to the credit of the Association in such bank(s) as the Board shall determine. He/she shall sign all receipts and vouchers and, together with such officer or person, if any, as shall be designated by the Board, shall sign all checks of the Association. He/she shall keep full and accurate records and accounts of all financial transactions of the Association and shall exhibit them to any officer or member of the Association upon request. He/she shall each year distribute a financial report for the Association to its members in the Association's annual newsletter or by other means, and to the VSA in compliance with its annual Chapter filing requirements. The Treasurer shall perform all other duties customarily incident to the office of Treasurer or prescribed by these bylaws or the Board.

Section 7. All Association officers must be a member in good standing of the VSA.

## ARTICLE VI

### Nomination and Election Procedures

Section 1. The President shall appoint a Nominating Committee of no more than five and no less than three members of the Association to serve for a term of three years, of whom no more than a majority may be members of the Board. The President shall not be an ex-officio member of such committee, and the committee shall elect its own chairman.

Section 2. It shall be the duty of the Nominating Committee to nominate members of the Association for election as officers and directors of the Association and to nominate members for election to fill all vacancies that may occur from time to time among such officers and directors. Members of the Nominating Committee are disqualified from nomination by the committee.

Section 3. Officers and directors of the Association may be elected at an annual membership meeting of the Association. The slate of nominated officers and directors shall be provided to members with the notice of the meeting. Additional candidates for officers and directors may be nominated from the floor at the meeting.

Section 4. Alternatively, at the discretion of the Board, officers and directors of the Association may be elected by mail ballot. The Corresponding Secretary of the Association shall send to ballots either electronically or by mail to each member. Members not accessible electronically will be mailed paper ballots. A thirty day period shall be allowed for the return of the ballots. Ballots shall list the slate of officers and provide for write-in candidates by Association members.

Section 5. The results of the election of officers and directors shall be provided to the Association's membership as soon as practicable after the election.

## ARTICLE VII

### Relationship to National Society

Section 1. The Association shall abide by all rules and regulations with respect to form of organization, bylaws, dues and financial and other relationships to VSA, and

upon such other terms and conditions as the Board of Directors of VSA may from time to time determine.

Section 2. Authority is granted by VSA's Board of Directors for the organization and maintenance of the Association. In the event of a question over the operation of the Association, an investigation or hearing as the VSA Board deems appropriate will be held, and VSA's Board of Directors shall determine the continuance of the Association.

Section 3. In the event that the Association does not hold at least one membership meeting in every calendar year, or does not submit an annual report of its activities to the VSA, it will be considered inactive. If, after two years, the Association does not reactivate itself, it shall be considered dissolved, and all records, papers, and funds of the Association shall revert to the VSA, in accordance with IRS rules and regulations.

Section 4. The name "Victorian Society in America" is protected by trademark and may not be used for any commercial purpose without prior written approval of the VSA's Board.

## ARTICLE VIII

### Amendments

Amendments to these bylaws may be proposed only at a membership meeting of the Association, and must be adopted by vote of at least two-thirds of the members present. All amendments must be approved by the national Society.

*Amendments to the Bylaws as incorporated above were proposed in a notice to the membership sent in connection with the annual membership meeting held in New York City in October 2017, and subsequently approved by a unanimous vote of the Alumni Association membership by electronic ballot on January 31, 2018. These bylaws were submitted to the VSA for approval on February 8, 2018. The Executive Committee of the VSA Board of Directors ratified these bylaw changes on February 9, 2018.*

*Ratified by the Victorian Society in America on May 23, 2014*

*Ratified by the Alumni Association of the Victorian Society Summer Schools on May 4, 2007*

*Ratified by the Victorian Society in America on October 27, 2006*