

## 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"), especially its purposes as defined in the Society's bylaws;
- b. To promote the programs of the Victorian Society 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 Victorian Society Summer Schools; and
- e. To encourage participation in, and a high level of scholarship, through attendance at the Victorian Society 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 and have paid their dues as specified hereinafter.

Section 2. Members of the Association shall be required to pay in advance of admittance to the Association, and annually thereafter, 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.

Section 4. The special membership category "Friends of the Alumni Association" is established to permit those who have not attended a Victorian Society Summer School but who support the schools and the Association, to pay dues as prescribed above and to receive

such benefits as may be granted by the Association's Board. However, such Friends may not attend, participate in or vote at meetings 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.

Section 2. A quorum of ten members or ten percent of members in good standing, whichever is smaller, is required to conduct official business at an annual or other membership meeting. 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 three directors. The Association's directors shall be elected for two year terms, or until their respective successors are elected, at an annual membership meeting of the Association or in the alternative manner prescribed hereinafter in Article VI of these bylaws. However, current directors of the Association shall remain in office until the expiration of their elected terms.

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 conferencing or via the internet, as feasible, in accordance with procedures prescribed by the President and approved by the Board.

Section 3. Four 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.

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 two year terms, or until their respective successors are elected, at an annual membership meeting of the Association or in the alternative manner prescribed hereinafter in Article VI of these bylaws. However, current officers of the Association shall remain in office until the expiration of their elected terms.

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 national Society, or shall appoint a representative from the Association for this purpose acceptable to the Board of the national Society. The President or his/her representative shall keep the national Society informed of the activities of the Association, and shall keep the Association informed of the decisions and activities of the national 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; 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 Society's Summer Schools Committee for their mailings. 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 each Association member and to the national Society. The Treasurer shall perform all other duties customarily incident to the office of Treasurer or prescribed by these bylaws or the Board.

Section 7. No member of the Association may hold office who is not a member in good standing of the national Society.

## 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 two 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 mail to each member a ballot of the nominated slate of officers and directors and shall allow a thirty day period for return of the ballots. Provision shall be made on the ballot 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.

Section 6. Article IV, Section 4, of the bylaws of the Alumni Association of the Victorian Society Summer Schools is amended to read as follows: "Any vacancy on the board occurring by reason of death, resignation or otherwise may be filled for the unexpired term by appointment of the President."

## 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 the national Society, and upon such other terms and conditions as the Board of Directors of the national Society may

Section 2. Authority is granted by the national Society'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 national Board deems appropriate will be held, and the national Society'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 national Society, 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 national Society, 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 Society's national 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.

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

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