

Constitution and Bylaws  
Of  
THE WEBB SCHOOL ALUMNI BOARD  
THE WEBB SCHOOL  
BELL BUCKLE, TENNESSEE  
For Approval September 2016

**Article 1. Name**

The name of the association is The Webb School Alumni Board.

**Article 2. Membership**

The Board shall be composed of former students of the Webb School. It shall have no dues or other membership requirements.

**Article 3. Leadership and Administration of the Alumni Association**

The Board of Trustees authorizes The Webb School Alumni Association to put forth a Board ("The Alumni Board") as the leadership and administrative body on behalf of the Alumni Association, and the Board of Trustees maintains authority over the Alumni Board. The Alumni Board shall be guided by the by-laws in the following sections.

**BY-LAWS OF THE ALUMNI BOARD**

**Article 4. Mission Statement, Purpose, and Goals**

Mission Statement: To represent and inform the Alumni of The Webb School of activities and programs concerning the School and to support the School in all its present and future endeavors.

Purpose: The Alumni Board is a volunteer body whose purpose is to enhance The Webb School's alumni and related operations. It shall operate in conjunction with the Alumni and Development Office and shall abide by the rules and policies established by The Webb School Board of Trustees.

Goals: The Alumni Board shall exist to:

-Promote an active and continuing relationship between The Webb School and its alumni;

-Develop programs for alumni to interact with each other, and with members of the Webb Community;

-Serve as ambassadors to promote the school;

-Report annually to the Board of Trustees regarding alumni activities and opportunities for future engagement

## **Article 5. The Alumni Board**

5.1 Management of the Association. The Alumni Board shall manage the business and affairs of the association. The board may implement and exercise all powers of the association.

5.2 Eligibility--Qualifications, Election, Term, Reelection. Any alumni of The Webb School shall be qualified to be a Board Member. Board Members shall be elected prior to the winter meeting of the Alumni Board by a plurality of votes, cast by the voting members. Each member of the Alumni Board shall serve a (3) year term, commencing with induction at the winter meeting and ending immediately after the regular meeting three years after election (Winter Meeting). A Board Member, upon expiration of a term, may be reelected for additional terms.

5.3 Ex-Officio Members. The following individuals shall be ex-officio members of the Alumni Board with no power to vote on any matter coming before the Board:

- (a) All former members of the Alumni Board
- (b) The Headmaster of The Webb School; and
- (c) The Director of Alumni & Development of The Webb School

5.4 Nominations of Members. Nominations for election to the Alumni Board shall be made as needed by any member of the association. All such nominations shall be in writing and must reach the secretary at least fifteen (15) days prior to the election in order to be considered. All persons nominated shall make known their consent to such election prior to the election.

5.5 Number. The Alumni Board shall consist of no fewer than fifteen (15) members and no more than twenty-one (21) members, excluding ex-officio members. The number of Alumni Board Members may vary from time to time within this range of 15-21.

5.6 Regular Meetings. Regular meetings of the Alumni Board shall be held three times a year. Such meetings shall take place on or about the third Saturday in June (the summer meeting), the third Saturday in October (the fall meeting), and the third Saturday in January (the winter meeting). The board may also designate more frequent intervals for regular meetings.

5.7 Special Meetings. Special meetings of the Alumni Board may be called any time by the president or any three members of the board.

5.8 Notice of Alumni Board Meetings. Written notice stating the date, time, and place of all meetings shall be delivered to each board member by any means no less than ten days before the date of the meeting (excluding the date of the meeting.)

5.9 Meeting Attendance. With appropriate advance notice, the Board may permit any or all Board Members to participate in or conduct a regular or special meeting through the

use of any means of communication by which all Board Members participating may simultaneously hear each other during the meeting. A Board Member participating in a meeting by this means is deemed to be "present" at the meeting with respect to quorum and attendance.

5.10 Agenda of Meeting. Unless altered or suspended by the person presiding at such meeting, the order of business at all meetings of the board shall be as follows:

- (a) Quorum call;
- (b) Proof of notice of such meeting or waiver of notice;
- (c) Reading and approval of the minutes of the prior meeting or waiver of reading and approval;
- (d) Receiving communications;
- (e) Committee reports;
- (f) Elections, if any;
- (g) Old business; and
- (h) New business

5.11 Voting and Regular Member. Upon election to the board, the member becomes a voting member. If the member has two consecutive unexcused absences the member's voting privileges are suspended. The secretary of the board must inform that member of the board of suspended status, in writing, to be included with the board notices prior to the next meeting of the board. If the member attends the third meeting, the member's status is that of a regular member. Any regular member may regain voting member status on their recognition of attendance at their second consecutive meeting of the board. (i.e. If a member misses two meetings, unexcused, attends the third, they will be returned to full voting status at the fourth).

5.12 Quorum and Vote. The presence of one-third the members then in office shall constitute a quorum for the transaction of business at any meeting of the Board. The affirmative vote of a majority of the voting directors present at a meeting at which a quorum is present shall be an act of the board.

5.13 Vacancies, Term. Newly created memberships resulting from an increase in the number of members, and vacancies occurring in any membership for any reason, including the resignation or removal of a member may be filled by the affirmative vote of a plurality or all voting members present at the meeting of the Board. The term of a newly created membership shall be for up to three (3) years to coincide with regular Board rotation cycles and to maintain equal numbers of Board members in the three year election cycle.

The term of a member elected to fill an unexpired directorship shall be for the balance of the unexpired term.

5.14 Resignation and Removal. A member may resign at any time by delivering written notice to the secretary or president. A resignation is effective when the notice is delivered unless the notice specifies a later effective date. The Board may remove any

with or without cause by the vote of two-thirds of the voting members in office. Votes may be by proxy. If a member fails to attend three consecutive meetings, this shall be deemed a defacto resignation from the Alumni Board, and the President will contact and notify this member that membership on the Alumni Board has been terminated.

## **Article 6. Officers**

6.1 Number. The Alumni Board shall have a president, vice-president, and secretary. The President and Secretary, respectively, may hold only one office at any given time.

6.2 Eligibility--Qualification, Election, Vacancy on Boards Created by Election, Term, Reelection.

Any Member of the Alumni Board who has served approximately one year shall be qualified to be an officer of the Alumni Board

The officers shall be elected at winter meetings by a majority vote of the voting members present. All officers shall serve the same two-year term, which shall begin at the summer meeting following election.

6.3 Resignation, Removal, Filling Unexpired Terms. An officer may resign at any time by delivering notice of resignation to the secretary or president of the Board. A resignation is effective when the notice is delivered unless the notice specifies a later effective date. The Board may remove any officer with or without cause at any time by the vote of two-thirds of the voting members present at a meeting at which a quorum is present. The Board shall elect a replacement for an unexpired officer's term either at a specially called meeting or no later than the next regular meeting. The replacement shall serve for the unexpired term.

6.4 President. The president shall be the chief officer of the association. The president shall preside at all meetings of the board and shall see that all orders and resolutions of the board are carried into effect. The president shall represent the association at The Webb School Board of Trustees meetings, when invited; he shall preside over reunion luncheons, and attend alumni/friends receptions when possible. The President shall compile an agenda for each scheduled Alumni Board meeting and make sure that all Board members receive such 5 days before said meeting.

6.5 Vice President. The vice-president shall, in the absence or disability of the president, perform the duties and exercises the powers of the president, and shall perform such other duties as the Board or the president may prescribe. The vice-president shall automatically become president by reason of the president's resignation or removal, and he or she shall serve the unexpired term of the former president.

6.6 Secretary. The secretary shall attend all meetings of the Alumni Board and record all votes and minutes of all proceedings. The secretary shall perform such other duties as may be prescribed by the Alumni Board or the president. The secretary shall publish an agenda and proposed minutes of the previous meeting at least five (5) days before the next meeting. The Secretary is to notify any member in danger of falling into

"Regular Member" status.

### **Article 7. Committees**

The Board may from time to time appoint committees to carry out the directions of the Board, with members and chairpersons selected by the president and approved by the Board. A committee may consist of a single member. Chairpersons of committees normally serve for one term, although consecutive terms are permitted. The following shall constitute usual committees of the Board and have the duties set forth below:

(a) Reunion Committee. Organize and oversee arrangement for the annual Webb School reunion. Co-chairpersons are recommended. The committee should work with the staff to assist in attendance, recruit speakers and assist in other duties as seen necessary.

(b) Class Agent Committee. Coordinate activities of class agents; keep class agents informed of current and future projects, recruit new class agents.

(c) Special Projects Committee. Coordinates with the Alumni and Development Office on the presentation of senior blazers to the seniors in a fall chapel program. The committee also helps plan the program for the senior luncheon and, if possible, attends the luncheon. This committee is also charged with developing and following up on new ideas and programs that could benefit the alumni association and/or student body.

(d) The executive cmte of the board shall consist of the President, Vice-President, Secretary, and the chair of the subcommittees listed in this section. The purpose of the Executive Cmte is strategic planning, ensuring coordination of the subcommittees and the overall goals of the board.

### **Article 8. Amendment and Construction of Bylaws, Effective Date**

These bylaws may be amended, add to, or repealed by a majority vote of the Board of Directors in office at the time the amendment is adopted. Written notice of proposed changes is required no later than notice of the meeting.

These bylaws are intended to be liberally construed, except as otherwise specified, so as to affect the beneficial purpose of this Alumni Association.

### **CERTIFICATE OF APPROVAL**

Having been approved by a majority of the Alumni Board, these Bylaws are effective as of the

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President, Webb School Alumni Board