

**ALUMNI ASSOCIATION OF
THE MIAMI VALLEY SCHOOL
CHARTER**

This Charter of the Alumni Association of The Miami Valley School was adopted by the Alumni Council of the Alumni Association of The Miami Valley School on September 28, 2005.

**ARTICLE I
NAME**

The name of this organization shall be the Alumni Association of The Miami Valley School.

**ARTICLE II
MISSION**

The purposes of The Miami Valley School Alumni Association (hereinafter, "Alumni Association") shall be: to foster and maintain Alumni awareness and involvement with each other the current student body in conjunction with the School's by-Laws and mission statement; to facilitate meetings and gatherings of and for alumni; to assist in fundraising, development, community outreach, and any other activity requested to support the objectives of the Alumni Association and the School.

**ARTICLE III
MEMBERS**

- A. The Alumni Association shall consist of all graduates and former students (who were enrolled for at least one (1) year) of The Miami Valley School ("Association Members"). Association Members shall be automatic members for life so long as they remain in good standing (e.g. payment of dues).
- B. The Alumni Council of The Miami Valley School Alumni Association ("Alumni Council") is responsible for directing the objectives and purposes of the Alumni Association with the assistance of alumni. The Alumni Council shall consist of not more than fifteen (15) members ("Member"), each of whom shall be a current Association Member. Except during the first two (2) years after the adoption of this Charter, at no time shall more than three (3) alumni of any graduation year serve on the Alumni Council at the same time.
- C. A term of membership on the Alumni Council shall be three (3) consecutive years and no Member shall be eligible to serve more than one (1) full term consecutively, except as otherwise provided for herein. A Member may be reelected to the Alumni Council one (1) year after expiration of the last completed full term as a Member. In the event a Member was completing an unexpired term of a previous Member and such unexpired term was no more than one (1) year, said Member may serve another full term, immediately upon the expiration of the previous partial term. Notwithstanding the

foregoing and anything to the contrary herein, for the initial participants of the Alumni Council, the Members shall divide themselves into three (3) classes of five (5) Members each. The first class shall serve a term of one (1) year; the second class shall serve a term of two (2) years; and the third class shall serve a term of three (3) years. Upon the expiration of the foregoing classes' initial terms, each class and Member shall serve a three (3) year term, as provided for herein.

- D. Members of the Alumni Council shall be elected at the Fall Meeting of the Alumni Association from a single slate of candidates duly presented to the Alumni Association by the Development Committee, and approved by the Executive Committee. No more than five (5) candidates shall be elected as Members of the Alumni Council per year, except as otherwise necessary to fill vacancies. Terms shall commence on January 1 and end December 31 in the third (3rd) year following commencement of membership to the Alumni Council, except as otherwise set forth herein. The first slate of Members for the initial Alumni Council will not require approval of the Alumni Association.
- E. The Development Committee, with Executive Committee approval, will fill any vacancy which may exist on the Alumni Council. A Member who fills a vacancy shall serve for the remainder of that current term and then may, upon approval of the Executive Committee, serve one (1) additional full term consecutively, so long as the unexpired portion of the current term is for a period of one (1) year or less.
- F. Members who fail to contribute to the Alumni Council's efforts to achieve its Mission, as stated herein, which include, without limitation, regular attendance of Alumni Council and Alumni Association meetings, committee and subcommittee participation, participation for Alumni Association events, and attendance at the same, may be removed from the Alumni Council upon a vote of seventy-five percent (75%) of the Executive Committee. Prior to such removal, the Executive Committee shall inform any Member of its concern with said Member's contribution to the Alumni Council so as to allow the Member to address the concerns of the Alumni Council. Association Members are strongly encouraged, but not required, to actively participate in the Alumni Association.

ARTICLE IV **OFFICERS**

- A. The Alumni Association shall be governed by the Alumni Council, as described herein. The Alumni Council shall effectuate the purposes of the Alumni Association and shall act in the best interests of the Association Members, in their capacity as representatives of the Alumni Association.
- B. The officers of the Alumni Council shall consist of a President, Vice-President, Treasurer, and Secretary, each of who shall be elected from Association Members by the Alumni Council at the final Alumni Council meeting of the calendar year, and shall begin their terms on January 1 of the following year. No person shall hold more than one (1) office at any one time.
- C. The term of office for officers of the Alumni Council shall be one (1) year.

- D. The President shall attend, at the invitation of the Board of Trustees, either *ex officio*, or as a voting member, as the case may be, to attend meetings of the Board of Trustees of The Miami Valley School. The Vice-President shall attend in the absence of the President.
- E. If a vacancy exists in the office of President, the Vice-President shall fill the unexpired term. Unexpired terms of any other officer shall be filled by the Executive Committee.

ARTICLE V
MEETINGS

- A. At least one (1) meeting of the Alumni Association and four (4) meetings of the Alumni Council shall be held each calendar year. The Executive Committee shall prepare and distribute an annual calendar of meetings and events to the Alumni Association and Alumni Council at the first Alumni Council meeting of the calendar year, which meeting shall be held on or before February 15th of each year.
- B. Special meetings may be held at any time on the call of the President, the Vice-President or a majority of the Members of the Alumni Council on ten (10) days prior written notice to the Association Members or Members, which notice shall specify the purpose or purposes of the meeting. No business shall be conducted at a special meeting other than as specified in the written notice. Notice shall be deemed to have been delivered upon the day it was personally delivered, transmitted (via facsimile, electronic mail, or other similar technology), or deposited in the mail.
- C. At any regular or special meeting a quorum shall consist of fifty-one percent (51%) of the current Members or Association Members. No proxies shall be accepted on behalf of a Member. Proxies may be accepted for Alumni Association meetings on behalf of Association Members. If a quorum shall not be present at the time and place designated for a meeting, no votes shall be executed.

ARTICLE VI
COMMITTEES

- A. There shall be an Executive Committee consisting of the officers and the chairs of all other committees, each to serve for a term of one (1) year. The Executive Committee shall have the responsibility of the Alumni Council between meetings of the Alumni Council. The President shall be Chairperson of the Executive Committee.
- B.
 - 1. There shall be a Development Committee consisting of four (4) Members of the Alumni Council. There shall be four (4) Association Members, if available, for a total of eight (8) Development Committee members.
 - 2. The Vice-President of the Alumni Council shall serve as Chairperson of the Development Committee. Each year the Vice President, with the consent and

approval of the Executive Committee, shall appoint the remaining seven (7) members of the Development Committee.

3. It shall be the duty of the Development Committee to: (A) solicit and accept nominations from Association Members and Members for persons to serve on the Alumni Council and, upon approval by the Alumni Council, present a slate of candidates for approval by the Alumni Association at the final Alumni Association meeting of the calendar year; and (B) upon approval of the Executive Committee, present for approval to the Alumni Council, a slate of officers at the final Alumni Council meeting of the year.
 4. It shall be the duty of the Development Committee to monitor the attendance at meetings, and participation at events, and recommend any necessary actions to the Executive Committee and Alumni Council.
 5. If a vacancy shall be created on the Development Committee, a new Member or Association Member shall be appointed to fill the remaining term by the Vice President with consent and approval of the Executive Committee.
- C. There shall be such other committees as are created by the Executive Committee. Participants of such committees shall be designated by the Executive Committee and approved by the Alumni Council.

ARTICLE VII

By-Laws

- A. The Alumni Council, by resolution adopted by majority vote of those Members present at any meeting at which a quorum is present, may adopt such By-Laws and amendments thereto as are not inconsistent with this Charter.
- B. Thirty (30) days notice of the proposed adoption of By-Laws or amendments thereto shall be given in the notice of meeting at which action is to be taken. Such notice shall describe in general terms the proposed By-Law or amendment with reference, where possible, to those existing sections of the By-Law to be affected.

ARTICLE VIII

AMENDMENTS

- A. This Charter may be amended by the Alumni Council, in their capacity as representatives of the Alumni Association, after twenty (20) days notice to, and after general consultation with, the Members. This notice provision may be waived upon seventy-five percent (75%) affirmative vote of the Members.
- B. The Alumni Council shall pass amendments to the Charter only upon the affirmative vote of two-thirds (2/3) or more of the Members present at a duly convened meeting, notice of which meeting shall have set forth the proposed amendment.