

## **BY-LAWS OF THE ASSOCIATED ALUMNAE AND ALUMNI OF THE SACRED HEART**

A.A.S.H.

Effective October 2014, the Associated Alumnae/i of the Sacred Heart became an incorporated entity under the laws of the state of Missouri. The following By-Laws define the governance procedures of the incorporated association aka AASH.

### **ARTICLE I MEMBERSHIP ELIGIBILITY**

Alumnae and alumni associations directly associated with present and former Sacred Heart schools and colleges shall be eligible for membership in AASH.

### **ARTICLE II ADMISSION TO MEMBERSHIP**

**SECTION 1.** Application for membership shall be made by the governing body of the group desiring affiliation and shall be signed by its president.

**SECTION 2.** Immediately on approval of its constitution and By-Laws by the AASH Board of Directors and upon payment of dues for the current year, the association shall be a member of AASH.

### **ARTICLE III OFFICERS**

**SECTION 1.** The Honorary President shall be the US Provincial of the Religious of the Sacred Heart. She shall not serve as an active or voting member of the Board of Directors. The elected officers shall consist of a President, Vice President, Recording Secretary, Corresponding Secretary and Treasurer. They shall be elected by the Delegate Body (majority vote) at the National Conference, having been nominated by the Nominating Committee as provided in Article VIII, SECTION 3. The term of office shall be two years, beginning on June 1 and ending on May 31 of the second year.

**SECTION 2.** No officer shall hold more than one office at the same time, and no person shall hold the same office more than two consecutive terms.

**SECTION 3 .** In the event of a vacancy, other than that of President, the Board of Directors shall appoint a replacement from the same Region as that of the former officer or director to serve for the unexpired term. In the event of a vacancy in the office of the President, the Vice President shall succeed to the office for the remainder of the applicable term. Such filling of any unexpired terms shall not be counted as holding of office under the provisions of ARTICLE III, SECTION 2.

#### ARTICLE IV DUTIES OF OFFICERS

##### **SECTION 1. PRESIDENT**

The President shall be Chief Executive Officer of AASH and shall be Chair of the Board of Directors. She/he shall preside at all meetings of the Delegate Body and of the Board of Directors. She/he shall act as the AMASC (Association Mondiale des Anciennes du Sacre Coeur) representative for AASH. She/he shall enforce observance of the Constitution, By-Laws, and Rules of Order. She/he shall appoint a Chair of the Nominating Committee, appoint all committees, and the President will be succeeded by the Vice President.

She/he shall oversee the AASH National Office. This office shall maintain a list of alumnae and alumni. This list may only be used by AASH and its member associations, and may never be used for any commercial purpose.

##### **SECTION 2. VICE PRESIDENT**

The Vice President shall exercise the powers of the President and perform the duties of the President in the event of the absence or disability of the President, and assist the President whenever necessary. In the event of a vacancy in the office of the President, the Vice President shall succeed to the office for the remainder of the applicable term. The Vice President will succeed the President at the end of that term. If the Vice President is unable to move into that position for any reason, the Regional Director from the corresponding region will fill that position.

### **SECTION 3. RECORDING SECRETARY**

The Recording Secretary shall keep an accurate record of all minutes of all meetings of the Board and of the Delegate Body. Copies of the minutes shall be provided for the members of the Board of Directors no later than two weeks after such meetings. The minutes shall be approved by the Board of Directors at the next meeting. All records of this organization deemed necessary by the Board of Directors or the Delegate Body shall be filed and kept at the National Office and Archives.

### **SECTION 4. CORRESPONDING SECRETARY**

The Corresponding Secretary shall send out all notices, via multimedia except those pertaining to dues; maintain and distribute a roster of the Board of Directors and member associations' officers.

### **SECTION 5. TREASURER**

The Treasurer shall send out notices of dues and receive all monies belonging to the organization; retain the Reserve Fund in the name of the AASH in a depository approved by the Board of Directors; deposit the monies in a depository approved by the Board of Directors. The Treasurer will make such disbursements as have been budgeted or shall have been authorized by the Board of Directors; whenever required give the Board of Directors any information concerning the finances of the organization, including a budget report. The Treasurer shall pay the AMASC dues prior to the end of the AASH fiscal year during which the dues notice was received. The Treasurer will oversee the timely filing of IRS Form 990 for non-profit organizations which may be performed by an outside CPA or qualified tax professional.

### **SECTION 6. AMBASSADOR**

The Ambassador shall foster a closer union among AASH Associations and individual Sacred Heart alumnae/i from all parts of the world. She/he shall be active with US-Canada Associations to advance relationships. She/he shall be Chair of the International Relations Committee (Article VIII Section 1 and Section 4).

ARTICLE V  
BOARD OF DIRECTORS

**SECTION 1.** The Board of Directors shall consist of not more than 15 and not fewer than 9 in number. It shall consist of, but not be limited to, the following members: duly elected officers and one (1) Regional Director from each of the four regions.

**SECTION 2.** The members shall attend all meetings/calls of the Board of Directors, shall conduct the affairs of the AASH and shall implement the directives of the Delegate Body.

**SECTION 3.** The Board of Directors shall serve individual alumnae and alumni associations in an advisory capacity. Four members of the Board of Directors not serving as officers shall serve as Regional Directors in their respective regions. They shall report to the associations in their regions after all meetings of the Board of Directors. Regional Directors shall appoint a Regional Conference Chair as necessary.

**SECTION 4.** Any member of the Board of Directors may be suspended for cause by a two-thirds (2/3rds) majority vote of the entire Board of Directors at any Annual Meeting, Regular Meeting or Special Meeting of the Board called for that purpose, provided there is a quorum for the meeting at which the action is taken. The period of suspension can last only until such time as the next Annual Meeting. At any meeting where the vote is to be taken to suspend a member of Board, the Director in question may attend and shall be given a reasonable opportunity to argue in his/her defense.

**SECTION 5.** Any member of the Board of Directors may be removed with or without cause by a two-thirds (2/3rds) majority vote of the entire Board of Directors at any Annual Meeting or Special Meeting of the Board called for that purpose, provided there is a quorum for the meeting at which the action is taken. At any meeting where a vote is to be taken to remove a member of the Board, the Director in question may attend and shall be given a reasonable opportunity to argue in his/her defense.

## ARTICLE VI MEETINGS

**SECTION 1.** In person or electronically, there shall be a biennial National Conference of the AASH. The location of the conference shall be chosen on a rotating system among the four (4) regions by the AASH Officers. Each member association shall be represented at the conference by two (2) delegates and two (2) alternates. These representatives shall comprise the Delegate Body of the AASH. The members of the Board of Directors and all delegates shall have a voice and a vote at the conference.

**SECTION 2.** Regional meetings shall be held in the year between National Conferences at the discretion of the Regional Director after consultation with the Board of Directors.

**SECTION 3.** There shall be four meetings of the Board of Directors between the conferences at places and times to be determined by the President, at least one of which must be in person. Additional meetings of the Board of Directors may be called by the President or by a majority of the Board of Directors and may be held by telephone conference call electronically.

**SECTION 4.** A quorum of the Board of Directors shall be a majority of the members of the Board of Directors. A quorum in person and/or electronic at the National Conference shall be 51% of the delegates present and voting.

## ARTICLE VII EXPENSES OF THE BOARD OF DIRECTORS

**SECTION 1.** No salary shall be paid to any Officer or member of the Board of Directors in the performance of her/his Board duties and responsibilities. Payment of expenses incurred by the members of the Board of Directors in the business of the organization shall be authorized by the Board of Directors from the funds in the Treasury.

**SECTION 2.** Payment of authorized expenses incurred by the Board of Directors in the business of the organization shall be paid from AASH funds. Expenses incurred by the Board of Directors shall be reimbursed in accordance with the written AASH Expense Policy (See Policy and Procedures, page 3.15 and By-Laws Article VII).

**SECTION 3.** The Board of Directors shall authorize the President the use of a limited bank credit card for discretionary purchases in the execution of her/his duties. All expenses shall be reviewed and accounted for monthly by the Treasurer.

## ARTICLE VIII STANDING COMMITTEES

**SECTION 1.** There shall be the following Standing Committees: Finance, Nominating, International Relations, and Conference. All other committees shall be formed as deemed necessary by the President.

**SECTION 2.** The Finance Committee, chaired by the Treasurer, shall prepare a budget in keeping with the income of the organization, and shall be presented at the National Conference for approval by the Delegate Body. The Finance Committee to be appointed by the President. The Treasurer shall also be a member of the National Conference Committee.

**SECTION 3.** The Nominating Committee shall consist of nine (9) members of the organization, one of whom shall be appointed from each of the four (4) regions, by the President, within ninety days of the National Conference; and five (5) of whom shall be "Elected Members", elected at the Conference on an at-large basis by the delegates. In order to assure that there shall be at least one Elected Member from each region, the name of at least one Elected Member nominee from each region shall be placed before the Conference by the Delegates and the five (5) Elected Members shall be the nominee from each of the four (4) regions receiving the greatest number of votes and one other nominee from any region receiving the next greatest number of votes. The President shall appoint a Chair from these nine (9) Nominating Committee members.

The Nominating Committee shall obtain from each association the names and qualifications of any member willing and able to serve as an officer or director of this organization. The Chair of the Nominating Committee shall issue nominating forms to the associations, assemble replies and convene her/his committee at least 90 days prior to the Conference to prepare the slate to be presented at the Conference. Copies of this slate shall be sent to the Board of Directors at least 45 days prior to the Conference. The Chair of the Nominating Committee shall inform all proposed

nominees as to the decision of the Nominating Committee, prior to the Conference.

The Nominating Committee shall serve a two-year term. Members of the Nominating Committee shall not succeed themselves, except that the Chair may have served on the previous Nominating Committee .

**SECTION 4.** The Committee on International Relations shall be responsible for the distribution of the International Passports and shall keep informed of the activities of AMASC to insure participation of this organization.

**SECTION 5.** The National Conference Committee Chair shall be appointed by and report directly to the AASH President. The Committee shall consist of the AASH Treasurer and members chosen by the Chair.

## ARTICLE IX ELECTIONS

**SECTION 1.** Every two years a Nominating Committee shall be established as called for in Article VIII, SECTION 3.

**SECTION 2.** Right to Vote. The voting privilege shall be extended to each delegate (in person or electronically) present at the Conference of which there shall be no more than two (2) from each member association. Delegates must attend the full conference. Notification to the Nominating Committee of alternate delegate voting must be done prior to the start of the conference.

**SECTION 3.** The Nominating Committee, as called for in Article VIII, SECTION 3, shall prepare the slate. The slate shall be prepared as a ballot and shall contain space for a write-in vote for each elective office.

**SECTION 4.** The President shall appoint at least one teller from each region to count the ballots at the conference.

**SECTION 5.** The delegates to the National Conference shall elect the officers and directors, pursuant to SECTION 2. and SECTION 3. above. All ballots shall be counted at the business meeting during the conference, called for that purpose. Those persons receiving a majority of the votes cast shall be declared elected.

## ARTICLE X DUES

**SECTION 1.** The annual affiliation dues of each association shall be payable as soon as practical after receipt of a dues notice, and, in any event, shall become delinquent after December 31 . The

annual dues of each association shall be determined by the Board of Directors. Non-payment of dues by an association after December 31st may result in withdrawal of AASH membership privileges at the discretion of the Board of Directors.

Reinstatement of membership privileges may also be extended at the discretion of the Board of Directors. The dues of any association shall not be waived except by a written request of said association and a three-fourths vote of the Board of Directors.

**SECTION 2.** Membership of the AASH in AMASC is inclusive for all member associations. A portion of dues paid to AASH by member associations is paid out annually in dues to AMASC.

## ARTICLE XI ASSOCIATIONS

**SECTION 1.** Those associations and individuals that qualify for and are admitted to membership in accordance with the provisions of ARTICLES I and II of the By-Laws, shall be organized into four regions which shall be designated: Eastern, Southern, Central and Western.

**SECTION 2 .** Each association shall designate at least one (1) member, to serve as that Association's AASH Representative.

## ARTICLE XII PARLIAMENTARIAN

When deemed necessary by the AASH President, an official Parliamentarian will be appointed. The approved Parliamentarian expenses will be covered.



ARTICLE XIII  
PARLIAMENTARY AUTHORITY

This organization shall act in accordance with Robert's Rules of Order, Newly Revised in all matters not otherwise provided for in the Constitution and By-Laws of this organization.

ARTICLE XIV  
STANDING RULES

Standing Rules may be adopted by the Board of Directors and may include additional policies, procedures, and requirements which are binding on the organization. These standing rules cannot be in conflict with the Constitution and By-Laws.

1.11

ARTICLE XV  
AMENDMENTS

These By-Laws may be amended by a majority vote of all those delegates present and voting in person or electronically at the National Conference, a quorum being present. The proposed amendments will have been submitted in writing at least 90 days before the Conference to the Board of Directors.

For the purpose of amending the By-Laws, a quorum shall be 51% of the delegates present and voting. A copy of the proposed amendments shall be sent to each Association (President, AASH Representative or Alumnae/i Director) who will distribute it to her/his membership six (6) weeks prior to the National Conference at which action on the amendments shall be taken.