



# Yale Divinity School

## Constitution and Bylaws

---

### ARTICLE I. Name

The name of this organization is the Yale Divinity School Board of Alumni Affairs.

PROPOSED CHANGE: **The name of this organization is the Yale Divinity School Alumni Association Board.**

### ARTICLE II. Purpose

The purpose of this Board is:

- (1) to strengthen and promote Yale Divinity School and excellence in professional and academic standards within the ministry of the church at large;
- (2) to represent the graduates of the school by communicating to the dean and faculty of the school concerns on matters of policy, curriculum, services, and student life as each affects the future of the school;
- (3) to encourage participation of graduates in the continuing life of the school through convocations, reunions, etc.;
- (4) to assist the school in recruitment of students and in securing sufficient resources to enable the continued excellence of divinity education;
- (5) to encourage the school to participate in the continuing life and education of graduates through faculty and administration gatherings with graduates both in and outside the New Haven area;
- (6) to work to promote ways of utilizing the practical experience and knowledge of graduates in the curriculum of the school, the selection of Luccock Visitors, Bainton Fellows, etc., and placement of new graduates;
- (7) to pray for the dean, faculty and staff in their calling to educate a learned ministry for our churches. And to pray for current students enrolled in the school.

### ARTICLE III. Membership

Membership in this Board shall be by election at the Annual General Meeting of Alumni, the date of the election to be determined by the Board. The Board shall consist of twenty-one members, who represent the diversity of backgrounds, denominations, professions, and geographical locations of Yale Divinity School alumni. The Dean of the School and all Directors, Associate Directors, and Assistant Directors of Development at the School and the Chair of Class Agents shall be *ex officio* members.

The Board shall consist of twenty-one members, in addition to the President, Vice President, and Immediate Past President of the Board, who represent the diversity of backgrounds, denominations, professions, and geographical locations of Yale Divinity School alumni.

#### ARTICLE IV. Organization

##### Section 1. Officers

There shall be a President, a Vice-President and a Secretary of the Board, elected from the Board at the Annual General Meeting of Alumni by the same electors described in Article III.

##### Section 2. AYA Representation

There shall be approved by the Board members, from among their number, no less than three, but as many as six, representatives to the Association of Yale Alumni, each to serve a three-year term.

#### ARTICLE V. Meetings

##### Section 1. Annual General Meeting

Not less than once every academic year, a meeting for all alumni of the School shall be called by the Alumni Association Board, for the purpose of electing new Board members and officers, acting upon any proposed changes to the Constitution and Bylaws, and discussing any concern deemed by the Board to require general consideration.

##### Section 2. Board Meetings

The Board shall meet at least twice during an academic year, once at the time of the Annual General Meeting and the time of the second meeting determined by the Board. With proper notice, the Board may convene one or more additional meetings.

##### Section 3. Notice of Meetings

Notice of the Annual General Meeting shall be given to all alumni of the School in the manner described in Section 4 below, not fewer than thirty days prior to the meeting. Written notice of Board meetings shall be given to the Board members not fewer than twenty days prior to the meeting.

##### Section 4. Quorum and Voting

A quorum shall be deemed present at the Annual General Meeting if the combined number of the members of the Board and other alumni of the School present equal (12) or more. A quorum at Board meetings shall be achieved by the presence of (12) Board members. At its discretion, rather than requiring one's presence at the Annual General Meeting, the Board may solicit votes by proxy through U.S. mail, email, internet, publications of the School, or by any combination of these. All elections and other business not otherwise provided for in the Constitution and Bylaws shall be decided by a majority vote.

## ARTICLE VI. Term of Board Membership

Members of the Board shall be elected for a three-year term, and may be reelected to a second three-year term. Any Board Member who has served two consecutive three-year terms may not be reelected to serve on the Board until one year has passed. All Board Members shall commence their terms immediately upon election and serve until replaced by election, resignation or removal.

## ARTICLE VII. Vacancies

### Section 1. Voluntary Resignation

When a member or officer of the Board is unable to complete a term in office and resigns in writing, the Board shall have power to elect someone to fill the unexpired term.

#### PROPOSED CHANGE:

...the Board shall have power to fill the unexpired term by election at the next General Meeting of Alumni. The newly elected Board member shall complete the unexpired term and may be elected to serve one to two three-year terms after completing the unexpired term.

### Section 2. Removal from the Board

The Board may remove any member or officer deemed inappropriate for further membership on the Board with a unanimous vote by a quorum present at a regular meeting,

## ARTICLE VIII. Officers

### Section 1. President

The President shall serve a two-year term not subject to re-election for an additional term, and shall be the Chief Executive Officer of the Board. The President shall have general and active management of the business of the Board, shall see that orders of the Board are executed subject to the approval of the Board, and shall have the right to appoint committees, subject to the Board's approval, and to delegate specific assignments to other officers and members of the Board.

#### PROPOSED ADDITIONAL SENTENCE

In the event of a vacancy occurring in the office of the President, the Vice-President shall complete the unexpired term of office.

### Section 2. Vice-President

The Vice-President shall serve a two-year term and will be designated President-Elect in the second year. The Vice-President shall serve in the absence or during the disability of the President and have the authority to perform all the duties of the President. In the event of a vacancy occurring in the office of the President, the Vice-President shall fill the unexpired term of office.

PROPOSED NEW TEXT:

The Vice President will be selected for nomination at the General Meeting of Alumni from the current Board members before the completion of his/her first Board term. The Vice President will serve a two-year term and be considered the President-elect in his/her second year of service. If the incoming Vice President is named before the completion of his/her first full three-year term of service, the vacancy in his/her class of Board members will be filled by election at the next Annual General Meeting of Alumni. The Vice President will serve as the Acting Chief Executive Officer of the Board in the absence or during the disability of the President and have the authority to perform all the duties of the President.

Section 3. Secretary

The Secretary shall serve a one-year term, subject to no restrictions on reelection. The Secretary shall keep minutes of all meetings of the Board and shall assist the Director of Alumni Relations with communications to the Board.

PROPOSED NEW SECTION:

Section 4. Immediate Past President

Upon completion of his/her two-year term, the President will serve one two-year term as Immediate Past President to be a resource to the Board and provide continuity to the work of the Board. He/she will have full voting rights.

ARTICLE IX. Parliamentary Procedure

The rules of parliamentary procedure comprised in *Robert's Rules of Order Revised* shall be the authority for all Board meetings, subject to any bylaws adopted by the Board.

ARTICLE X. Amendments

This Constitution and Bylaws may be amended by a two-thirds vote of those present at the Annual General Meeting of Alumni. Proposed amendments shall be advertised in School publications at least 30 days prior to the Annual General Meeting. Any such amendment shall become effective immediately unless specified otherwise at the time of its adoption.

Adopted February 12, 1992

Amended October 12, 2010

NOTE: This document includes grammatical edits and minor changes to make language more concise without changing the intent of the provisions. Areas of proposed bylaw changes are underlined and followed by proposed changes in yellow highlight.

Draft prepared September 16, 2016—Gail Briggs

