

## Union Springs Academy Alumni Association Constitution and By-Laws

**2017 Editing - Yellow fill** is omitted, **red text** is added/changed words.

### ARTICLE I: NAME AND MAILING ADDRESS:

The name of this organization shall be the “**Union Springs Academy Alumni Association**” (hereinafter also called “USA Alumni Association” and the “Association”).

The mailing address of this organization shall be:  
PO Box 524 / 40 Spring St.  
Union Springs, NY 13160

(And / or any other address that may subsequently be deemed desirable by simple majority vote approval from a quorum of the Officers in session as the Executive Committee.)

### ARTICLE II: PURPOSE AND MISSION STATEMENT:

#### Section 1 **PURPOSES:**

1. To encourage spiritual renewal among the Union Springs Academy alumni.
2. To promote and help maintain the Union Springs Academy spirit by renewing acquaintances and encouraging friendships among former students and faculty (such as participating in social online media and providing avenues for sharing current contact information amongst Members), and to promote the Union Springs Academy spirit in general. (Note: Union Springs Academy hereinafter may also be called “the Academy”)
3. To represent the general opinions and any possible concerns of the USA Alumni Association and its Membership to the Operating Board and / or Administrators of Union Springs Academy and to encourage high moral and academic standards by support and example.
4. To engender active involvement and financial support of the Academy’s academic, spiritual and social programs and its associated industrial endeavors.
5. To maintain regular communication with the former students, **especially graduates**, and former faculty and staff of Union Springs Academy (including periodic issues of Re-Echoes newsletters, online website management, news releases to publications such as the Atlantic Union Gleaner, etc.), updating the USA Alumni Association members as to USA Alumni Association and its Members’ activities, Union Springs Academy news updates, etc.
6. To assist as a supportive ministry of Union Springs Academy, including active participation in various fundraising efforts, encouraging volunteer help for special projects, and to be positive mentors for current students whenever possible.

7. To organize an annual Union Springs Academy Alumni Weekend homecoming event at the campus of Union Springs Academy, in co-operation with current Union Springs Academy Administrators.
8. To maintain a Union Springs Academy Alumni Association Membership list and to help identify the contact information (i.e. a mailing data base) of all former students and faculty / staff of Union Springs Academy (a.k.a. the “Union Springs Academy Alumni Members” or “Union Springs Academy Alumni Membership”).

## Section 2 **MISSION STATEMENT:**

To provide lifelong support for Union Springs Academy Alumni in their spiritual growth and social interactions, and to serve our alma mater in its mission of Christian education with our time, talents and treasures.

## ARTICLE III: **MEMBERSHIP and MEMBERSHIP LIST(S):**

Section 1 MEMBERS of the USA Alumni Association shall be all formerly registered Union Springs Academy students (who are no longer pursuing any secondary education program) and all former faculty / staff of Union Springs Academy, even if they did not graduate from Union Springs Academy; and any person whom Union Springs Academy grants an honorary diploma, or also any person granted honorary membership as noted under Article III, Sect. 2b. Thus, all Union Springs Academy graduates and formerly registered students (who are no longer pursuing a secondary education) shall automatically become members of this Association, as well as any person who receives an honorary diploma from Union Springs Academy or honorary membership status from the Executive Committee. And all former faculty and former staff, whether retired or not, shall likewise automatically become members of this Association. Any individuals serving in ex officio capacity on the **Executive Board Alumni Board** who do not already fall within any of the afore noted membership categories shall likewise be considered members of the USA Alumni Association during their ex officio tenure.

Section 2a A GENERAL MEMBERSHIP LIST shall be maintained by the Association noting the names of all known Members. The Membership Secretary shall be responsible for this task. So far as possible, the General Membership List shall also include each Member’s qualification for membership (such as when they attended or were employed at Union Springs Academy), their current contact information (such as mailing address, phone number, email address, etc.), and may include other general biographical information such as their birthday, names of their spouse(s) and children, employment, career, noteworthy achievements, post-secondary education, etc.

Section 2b The General Membership List shall note each member as being in one of the following **three two** categories: 1) Active, **and** 2) Honorary, **and** 3) Inactive. **The majority of living Members should be recorded in the ACTIVE MEMBERS category.** Other individuals interested in the USA Alumni Association may be

added to the HONORARY MEMBERS category by special majority vote nomination of the Executive Committee and subject to final approval by majority vote of the Membership at the Annual Business Meeting (Honorary Members may be spouses, parents or children of Members, noteworthy sponsors, NY Conference of SDAs constituent church members who are especially supportive, or any general Association friend whom the Executive Officers may wish to formally recognize in this category). Anyone having received an honorary diploma from Union Springs Academy shall likewise be recognized in the HONORARY MEMBERS category. The INACTIVE MEMBERS category shall include Deceased Members, Members whose whereabouts have become unknown to the Association, and Members who have requested to voluntarily have their name removed from the Association's Active Members category.

Section 2c Members received under the Honorary Members category shall have the same participating privileges, voting rights, and general membership status as those Members acknowledged under the Active Members category. Furthermore, the amount of Honorary Members shall not constitute more than 2% of the total amount of Members listed in the Active Membership category.

Section 3 ADDING MEMBERS TO THE GENERAL MEMBERSHIP LIST: Anyone qualifying for Membership of the Association (as described within Article III, Section 1) and who is not already on the Active Members category list may easily be added to said List by noting their qualifications and sending their current contact information (physical mailing address, phone number, email address, etc.) to the Association's Membership Secretary and / or Union Springs Academy's Administration. Each school year the names and contact information of the members of the senior class at Union Springs Academy shall be added to the General Membership List at the time of the USA Alumni Weekend homecoming and / or Annual Meeting, or at the time of their graduation (whichever comes first).

Section 4 REMOVING MEMBERS FROM THE ACTIVE MEMBERSHIP CATEGORY: Anyone who may desire to voluntarily have their name removed from the Association's Active Members category shall be able to do so by simply sending a written request to the Association's Membership Secretary and / or Union Springs Academy's Administration. In such cases their name shall be transferred to the Association's Inactive Members category, noting the date of their request and any stated reasons for said request, if so shared. Also, when confirmed news of a Member's death comes to the attention of the Association their name shall also be taken off the Association's Active Members category and shall be removed to the Inactive Members category, and news of their passing shall be publicly acknowledged by any of the following manners (or combination thereof): 1) published within a subsequent issue of the Association's newsletter (currently known as "Re -Echoes"), 2) published on the Association website, 3) mentioned during the next following Alumni Weekend as part of the annual Roll Call, 4) published within the following Alumni Weekend bulletin program, and /

or 5) noted in conjunction with any kind of Remembrance Service presented during the next following Alumni Weekend.

#### ARTICLE IV: OFFICERS, AUXILIARY OFFICERS and NON-OFFICER ASSISTANTS and their DUTIES:

Section 1 EXECUTIVE OFFICERS: The Executive Officers of this Association shall be a 1) President, 2) Vice President (a.k.a. "President Elect"), 3) Treasurer, 4) Executive Secretary, 5) Membership Secretary, 6) Communications Director, and 7) Academy Liaison (ex officio, if Union Springs Academy has an employee specifically designated as such; otherwise the President may choose any Member to serve as such, subject to simple majority vote approval from a quorum of the remaining Officers in session as the Executive Committee Principal shall appoint a faculty/staff member per his/her discretion), and 8) Project Manager.

Section 2a AUXILIARY OFFICER(S): The Auxiliary Officers shall be the immediate Past President and two (2) Members-at-Large.

Section 2b The Past President office shall be an ex officio office filled by the most recently retired President. If the immediate Past President is unable or unwilling to serve in this office, the current President shall appoint another willing and able former Past President to serve in this office again. If none can be found, than this office shall be filled instead by an additional Member-at-Large (a special Third Member-at-Large) until the retirement of the current President. Said special Third Member-at-Large shall be appointed by the current President under the same manner as is prescribed within Article IV, Section 2c for Members-at-Large vacancy appointments.

Section 2c Members-at-Large shall be elected by majority vote of the Membership at the time of the Annual Meeting (as prescribed under Annual Meeting and Elections); or appointed by the President should any vacancies occur during the interim, in which case a President appointed Member-at-Large may be rejected at the time of their introduction to the Executive Committee meeting or during the next immediately following duly called Executive Committee meeting if a willing alternative Member-at-Large candidate is presented by any Executive Officer, seconded by another Executive Officer, and then approved only by at least a 2/3 majority vote of a quorum of the Executive Committee in session. In such cases then the alternative Member-at-Large shall serve instead, otherwise the President's appointee shall remain in place.

Section 2d No person shall simultaneously hold office of President and any other Executive Office, but a non-President Executive Officer can hold multiple Executive Offices such as a person being both Executive Secretary and Treasurer, or Past President and Communications Director, etc.. And a President, or any other

Officer, may also serve as a Non-Officer Assistant as listed under Article IV, Section 3a. However, in the interest of diversity, increased checks and balances, greater input and wider participation it is generally desirable for each Executive Office to be held, so far as is reasonably possible, by a person who is not already holding another Alumni Association Executive Office.

Section 2e So far as may be reasonably possible, it is expected that the various Executive Officers' terms should be staggered so as to avoid excessive turnover in any one particular year.

Section 3a NON-OFFICER ASSISTANTS: The following titled list of Non-Officer Assistants (a.k.a. "Volunteer Assistants") for this Association may be filled to perform duties within their job descriptions that do not require Executive Committee involvement, but serve to assist and support the Officers and the Association, and shall include: an Assistant Treasurer, the Class and Faculty Representatives ("CRs" and "FRs"), a Class / Faculty Representatives Coordinator, an Archivist, a Historian, a Photographer(s), an Alumni Weekend Assistant, any Association Chapter Directors, the Alumni Project Manager, a Website Administrator, a Servicemembers and Veterans Representative, the current principal of Union Springs Academy (ex officio), the current Superintendent of Education for the New York Conference of SDAs (ex officio), and the current Chairperson of the Governing Board for Union Springs Academy (ex officio).

Section 3b Except those otherwise filled via an ex officio position, all other Non-Officer Assistants shall be appointed by a simple majority vote of the Executive Committee in quorum session, and they may likewise be removed by a simple majority vote of the Executive Committee in quorum session. Any Executive Officer may nominate any Association Member for consideration of any vacant Non-Officer Assistants position(s). Any Association Member desiring to be considered for any such vacant position may notify the President, Executive Secretary or any other Executive Committee Officer and their name shall be brought forth to be considered for their requested position by the Executive Committee in its next quorum session.

Section 3c The Executive Committee is not obligated to fill all Non-Officer Assistant positions that are not otherwise ex officio, however, if a Non-Officer Assistant position is to be intentionally left vacant this shall require a simple majority vote by the Executive Committee in quorum session to formally acknowledge the decision, and such decisions are to be revisited for discussion and voted upon again annually.

Section 3d Adding or removing position titles from the above stated list of Non-Officer Assistants (not the individuals holding any specific position) can only be achieved by Amending this Constitution and By-Laws and thus would need to follow the governed procedures for such, as stated elsewhere herein (see Article XI).

Section 4a **PRESIDENT** : The President agrees to uphold the general standards of Union Springs Academy and the Seventh-day Adventist church in performing all Association duties and 1) shall call and act as presiding officer at regular and special meetings, USA Alumni Weekend homecoming, the Annual Meeting, etc.; 2) shall, with the advice of the Executive Committee, and (when needed) also with the advice of the **Executive Board Alumni Board**, direct the activities of the Association in accordance with the provisions of the Constitution and By-Laws; 3) shall call special meetings when there is a need for such sessions, or when a petition for such meeting is requested by a simple majority of the members of either the Executive Committee or Executive Board; 4) shall act in any other appropriate manner as needed to administer the responsibilities of said office, in accordance with the provisions articulated within this Constitution and By Laws.

Section 4b It shall also be the President's duty to provide an Annual Report to the Association, preferably at the Annual Meeting during the USA Alumni Weekend homecoming (said Annual Report may be verbal, written, digitally presented, or any combination thereof, etc.).

Section 4c Unless otherwise stated herein, the President shall have authority to fill any Executive Officer vacancies by appointment for the remainder of unexpired terms should an office become vacant for any reason during the interim, with the exception of the office of Vice President, which shall be chosen according to the provisions specified under Article IV, Section 5c.

Section 4d In the event of a President filling an Executive Officer vacancy, said appointee may be rejected at the time of their introduction to the Executive Committee meeting or during the next immediately following duly called Executive Committee meeting if a willing alternative candidate is presented by any Executive Officer, seconded by another Executive Officer, and then approved only by at least a 2/3 majority vote of a quorum of the Executive Committee in session. (In such cases the alternative candidate shall then be recognized instead as the newly appointed Executive Officer). Otherwise, the President's appointee shall be recognized as the newly appointed Executive Officer.

Section 4e The President shall serve for a term of two years, commencing immediately after the end of the second Annual Meeting from their election to the Vice President office (unless, of course, they had entered into their office by procedures specified to fill a vacancy of the Vice President office, in which case they would still rise to office of President upon the end of the second Annual Meeting of the President whom they had served Vice President under).

Section 4f For the first two years after their retirement, a retired President shall remain a member of the Executive Committee and **Executive Board Alumni Board** as "Past President" (ex officio).



Section 5a **VICE PRESIDENT** - The Vice President (a.k.a. “President Elect”) agrees to uphold the general standards of Union Springs Academy and the Seventh-day Adventist church in performing all Association duties, which shall include 1) serving as presiding officer in case of absence of the President (unless the President has specified otherwise), or in the event of the President’s unexpected temporary inability to perform his duties; 2) assisting the current President while themselves being in training during their two year Vice President term in anticipation and preparation of becoming the next President; and 3) assisting the President and Executive Committee with other duties that may arise upon reasonable request from the President and / or Executive Committee.

Section 5b In case of the resignation, death or impeachment of the President, or their permanent inability to perform their duties, the Vice President shall become President (finishing the remaining term of the previous President as well as completing their own subsequent regular two year term) and an Acting Vice President shall need to be chosen, as specified under Article IV, Section 5c.

Section 5c In the event that the Vice President office becomes vacant (due to death, inability, resignation, impeachment, the need to fill a vacancy of the President office, etc.), the Executive Committee shall nominate a replacement candidate by majority vote within 35 days of said vacancy occurring. Said nominee shall be referred to as the “Nominated Vice President” and shall then be recommended to the **Executive Board Alumni Board** in quorum session. Thus an **Executive Board Alumni Board** meeting shall be called (within 45 days of the Executive Committee choosing a Nominated Vice President) to either endorse this recommended candidate by simple majority vote or to choose another Member altogether, at their discretion. However, if another person is chosen instead of the Nominated Vice President, then at least a 2/3 majority vote by the **Executive Board Alumni Board** is required to do so; otherwise the Nominated Vice President shall prevail with a simple majority vote of the **Executive Board Alumni Board**. (If a respective majority vote cannot be achieved by the **Executive Board Alumni Board** during that same session, then the matter shall be tabled and sent back to the Executive Committee for them to begin again in choosing a different Nominated Vice President, and the process shall start again.) The candidate that the **Executive Board Alumni Board** chooses (either the Nominated Vice President or another) will become known as the “Acting Vice President” and shall carry all the duties and authority of the Vice President office. Said Acting Vice President shall serve as such until the following Annual Meeting when a Special Vice President Election is to be held, per the usual Vice President election process. The Acting Vice President shall be included on the ballot (identified as Acting Vice President), unless they otherwise decline to be included in this special election. Upon majority vote of the Membership at the Annual Meeting, the new replacement Vice President shall be chosen and shall continue under the already ensuing term of the last Vice President whom they replaced and shall carry the regular title of Vice President until the term is complete, at which time they shall rise to fill the office of the President.

Section 6a **TREASURER** - The Treasurer agrees to uphold the general standards of Union Springs Academy and the Seventh-day Adventist church in performing all Association duties and shall serve as the primary financial officer for the Association, performing such duties as 1) organizing and maintaining the financial records of the Association (so far as reasonably possible, in conjunction with the Academy), 2) as may be required by the Association and directed by its President and / or Executive Officer, disbursing funds for payment of expenses, awarding scholarships, conducting any Association financial business, etc., 3) provide an Annual Financial Report to the Membership assembled at the Annual Meeting (said report may be verbal, written, digitally presented, or any combination thereof, etc., and may further be shared on the Association's website or within an Association newsletter, etc.); 4) answering financial questions asked by any Member(s) at the Annual Meeting; 5) other duties that may arise upon reasonable request from the President and / or Executive Committee

Section 6b The Treasurer shall serve a term of five years, commencing upon their election at the Annual Meeting and ending at the election of their successor during the Annual Meeting five years later; they shall have been nominated by the Nominating Committee or by a nomination from the floor at the Annual Meeting of an election year for the Treasurer's office and shall be voted into office by **simply simple** majority vote during a General Election to be culminated at the Annual Meeting; unless having been appointed to fill a vacancy (as provided for within Article IV, Sections 4c and 4d), in which case they shall serve for whatever remaining time exists in the term they were appointed to fill.

Section 7a **EXECUTIVE SECRETARY** - The Executive Secretary agrees to uphold the general standards of Union Springs Academy and the Seventh-day Adventist church in performing all Association duties and shall serve as the primary secretarial officer for the Association, performing such duties as 1) take Minutes for all Executive Committee Meetings, Association Board Meetings, and the Annual Meeting, 2) keep records (hard copy and electronic) of the Association meetings and keeps records of business in annual and chronological organization and places them in archives when appropriate, 3) distribute minutes to the designated people and sites as may be directed, 4) assisting with the production of printed materials for use during the Alumni Weekend homecoming and / or Annual Meeting (such as helping with layout for the bulletin program), 5) other duties that may arise upon reasonable request from the President and / or Executive Committee

Section 7b The Executive Secretary shall serve a term of five years, commencing upon their election at the Annual Meeting and ending at the election of their successor during the Annual Meeting five years later; they shall have been nominated by the Nominating Committee or by a nomination from the floor at the Annual Meeting of an election year for the Executive Secretary's office and shall be voted into office by **simply simple** majority vote during a General Election to be



culminated at the Annual Meeting; unless having been appointed to fill a vacancy (as provided for within Article IV, Sections 4c and 4d), in which case they shall serve for whatever remaining time exists in the term they were appointed to fill.

Section 8a **MEMBERSHIP SECRETARY** - The Membership Secretary agrees to uphold the general standards of Union Springs Academy and the Seventh-day Adventist church in performing all Association duties and shall serve as the primary membership officer for the Association, performing such duties as 1) maintaining and administrating the General Membership List and sharing the same with the Academy (usually via the Academy Liaison); 2) overseeing or delegating the “registration” process for the annual homecoming event known as Alumni Weekend; 3) overseeing or delegating the Class Roll Call program during the same said annual Alumni Weekend; 4) overseeing or delegating any **Necrological Remembrance Program** during the annual Alumni Weekend; 5) overseeing or delegating **the “check in” process a sign in sheet** for Members participating in the Annual Meeting; 6) **so far as possible**, assisting with welcoming new members from the Academy’s senior class during the Alumni Weekend “Presentation & Introduction of the Class of [year] “ program, **or will designate another Officer**; 7) addressing and answering any incoming correspondence or communication regarding membership issues.

Section 8b The Membership Secretary shall serve a term of five years, commencing upon their election at the Annual Meeting and ending at the election of their successor during the Annual Meeting five years later; they shall have been nominated by the Nominating Committee or by a nomination from the floor at the Annual Meeting of an election year for the **Executive Membership** Secretary’s office and shall be voted into office by **simply simple** majority vote during a General Election to be culminated at the Annual Meeting; unless having been appointed to fill a vacancy (as provided for within Article IV, Sections 4c and 4d), in which case they shall serve for whatever remaining time exists in the term they were appointed to fill.

Section 9a **COMMUNICATIONS DIRECTOR** - The Communications Director agrees to uphold the general standards of Union Springs Academy and the Seventh-day Adventist church in performing all Association duties and shall serve as the primary communications officer for the Association (and, in so far as possible, in reasonable cooperation with the USA Alumni Director and / or the Academy), performing such duties as 1) editing and managing the Re-Echoes newsletter, subject to the President’s approval and possible re-editing as well as input from the Academy Liaison, etc.; 2) overseeing or delegating management of the Association’s website(s); 3) assisting the Association, under the President’s and / or Executive Committee’s direction, with any public relations efforts, development news and /or general announcements, etc.

Section 9b The Communications Director shall serve a term of five years, commencing upon their election at the Annual Meeting and ending at the election of their

successor during the Annual Meeting five years later; they shall have been nominated by the Nominating Committee or by a nomination from the floor at the Annual Meeting of an election year for the Executive Secretary's office and shall be voted into office by **simply simple** majority vote during a General Election to be culminated at the Annual Meeting; unless having been appointed to fill a vacancy (as provided for within Article IV, Sections 4c and 4d), in which case they shall serve for whatever remaining time exists in the term they were appointed to fill.

**Section 10a ACADEMY LIAISON** - The Academy Liaison agrees to uphold the general standards of Union Springs Academy and the Seventh-day Adventist church in performing all Association duties and shall serve as the primary development, liaison with the Academy, and fundraising officer for the Association, performing such duties as 1) be a liaison between the Association and the Academy; 2) assist with fundraising efforts for the Association and the Academy; 3) assist the President and Communications Director with public relations, newsletters, website and any other communications activities for the Association; 4) assist the President with organizing the Alumni Weekend, Annual Meeting and any other Association events; 5) assist the President and Executive Committee with any Alumni Chapters that are or may be organized; 6) assist the Treasurer as needed concerning any Association financial needs and financial interactions between the Association and the Academy;

**Section 10b** The Academy Liaison shall either 1) be employed by the Academy as an alumni and development staff member (such as a "Development & Alumni Relations Coordinator" or equivalent title), in which case they shall hold this office (ex officio) for the duration of their employment as such; or, if the Academy isn't employing anyone in such capacity, or 2) **The Principal shall appoint a faculty/staff person per his/her discretion.** they may be elected from the Association (as specified in Article IV Section 1), in which case they shall serve a term of five years, commencing upon their election at the Annual Meeting and ending at the election of their successor during the Annual Meeting five years later (and they shall have been nominated by the Nominating Committee or by a nomination from the floor at the Annual Meeting of an election year for the Executive Secretary's office and shall be voted into office by simply majority vote during a General Election to be culminated at the Annual Meeting; unless having been appointed to fill a vacancy, as provided for within Article IV, Sections 4c and 4d, in which case they shall serve for whatever remaining time exists in the term they were appointed to fill).

**Section 10c** If someone is serving as an elected Academy Liaison (non ex officio) and the Academy decides to hire someone for that ex officio position during their term, then the elected Officer shall continue serving their term on the Executive Committee instead as a Special Member-at-Large, assisting the new ex officio Academy Liaison.

Add Section 10-2 and need for renumbering  
10-2

Section 10-2a **Project Manager** -- The Project Manager agrees to uphold the general standards of Union Springs Academy and the Seventh-Day Adventist church in performing all Association duties and shall serve as the coordinator of Renovations Week and other Alumni volunteer projects to improve our academy. Duties shall include, but not be limited to: 1) Coordinate with the Principal and Academy Liaison Person for recommendations of what projects might need to be accomplished. 2) Coordinate with the Treasurer and Alumni Executive Committee for funding and coordinating volunteers for these events and projects, and 3) Coordinate with the Communications Director for news about said needs and accomplishments for publications and postings.

[Further job description is forthcoming from the Job Description Committee, Netta, Chairperson. ]

Section 10-2b The Project Manager shall serve a term of five years, commencing upon their election at the Annual Meeting and ending at the election of their successor during the Annual Meeting five years later; they shall have been nominated by the Nominating Committee or by a nomination from the floor at the Annual Meeting of an election year for the Executive Secretary's office and shall be voted into office by simple majority vote during a General Election to be culminated at the Annual Meeting; unless having been appointed to fill a vacancy (as provided for within Article IV, Sections 4c and 4d), in which case they shall serve for whatever remaining time exists in the term they were appointed to fill.

Section 10c If someone is serving as an elected Academy Liaison (non ex officio) and the Academy decides to hire someone for that ex officio position during their term, then the elected Officer shall continue serving their term on the Executive Committee instead as a Special Member-at-Large, assisting the new ex officio Academy Liaison.

Section 11a **PAST PRESIDENT** - The Past President agrees to uphold the general standards of Union Springs Academy and the Seventh-day Adventist church in performing all Association duties and shall serve as the advisor and mentor to the President for the Association, performing such duties as assisting the President and Executive Committee.

Section 11b The Past President shall serve a term of two years, immediately commencing upon the end of their two year term as President (which shall occur at the end of their second Annual Meeting as President); if they are unable or unwilling to serve then another Past President or a Third Member-at-Large shall be selected according to the provisions articulated within Article IV, Section 2b, and that individual shall then serve as Past President or as a Third Member-at-Large

until the current President ends their term and steps up into Past President position.

Section 12a **MEMBERS-AT-LARGE** - A Member-at-Large agrees to uphold the general standards of Union Springs Academy and the Seventh-day Adventist church in performing all Association duties and shall serve the Association and Executive Committee as needed, advocating the general interests of the Membership as a whole. Besides the two persons specifically elected to serve as Members-at-Large, occasionally a Special Member-at-Large and / or a Third Member-at-Large may be added to the Executive Committee as provided for under Article IV, Sections 10c and 11b.

Section 12b Each Member-at-Large shall serve a term of five years, commencing upon their election at the Annual Meeting and ending at the election of their successor during the Annual Meeting five years later; they shall have been nominated by the Nominating Committee or by a nomination from the floor at the Annual Meeting of an election year for the Executive Secretary's office and shall be voted into office by simply majority vote during a General Election to be culminated at the Annual Meeting; unless having been appointed to fill a vacancy (as provided for within Article IV, Sections 4c and 4d), in which case they shall serve for whatever remaining time exists in the term they were appointed to fill. It is desirable to space out the election years for the Members-at-Large so as to stagger their terms.

Section 12 c In cases where a Special Member-at-Large and / or a Third Member-at-Large are serving on the Executive Committee, their terms may be for a different length of time, depending upon their specific circumstances and the discretion of the Executive Committee.

Section 13 The President and Executive Officers may develop an Appendix Section entitled "**DESCRIPTIONS OF OFFICERS AND NON-OFFICER ASSISTANTS**" for fuller details regarding various officer and non-officer assistants' job descriptions, duties and responsibilities, as well as additional information regarding their election / appointment, filling possible vacancies, term length, etc. Furthermore, the "**DESCRIPTIONS OF OFFICERS AND NON-OFFICER ASSISTANTS**" appendix section may be amended from time to time by at least a 2/3 majority vote approval from a quorum of the Officers in session as the Executive Committee, provided any subsequent changes do not conflict with the provisions elsewhere articulated herein under this Constitution and By Laws (otherwise the standard procedures to amend this Constitution and By Laws as set forth within Article XI shall be necessary to administer any changes beyond the scope of the Executive Committee's authority as herein stated).

## **ARTICLE V COMMITTEES, BOARD AND ANNUAL MEETING:**

Section 1a **GENERAL GUIDELINES** - All Board and Committee members shall agree to uphold the general standards of Union Springs Academy and the Seventh-day Adventist church in the performance of their Association duties. All Board and Committee

meetings may be held in person, by teleconference , by electronic media (such as Skype), etc., or by any combination thereof, per the discretion of the Chairperson of the respective Committee or Board (or per instruction by a majority vote of a quorum of participants for the respective Committee or Board). The terms “Chairperson,” “Chairwoman,” or “Chairman” may be used interchangeably and represent the same title.

Section 1b Notice and Agenda - Unless otherwise noted, meetings are to be called by the Chairperson, with at least a week notice given and an agenda shared with all prospective participants not less than 12 hours prior to the scheduled event (emergency exceptions may become necessary, only under special circumstances of real need, but any actions voted therein may later be challenged by at least a 2/3 majority vote of a quorum of participants in the next duly called meeting of the respective board or committee).

Section 1c Parliamentary Procedure - Generally speaking and unless otherwise noted herein, all meetings should be conducted in a manner similar to Roberts Rules of Order and should begin and end with prayer (modifications or alternative parliamentary rules of order may be temporarily implemented by a majority vote of a quorum of participants if such action may be deemed useful or necessary).

Section 1d Minutes - So far as reasonably possible, Minutes shall be drawn within two weeks following any Committee or Board meeting and immediately shared with the President and Executive Secretary of the Association. At the respective Committee or Board’s next immediate duly called meeting said Minutes should be reviewed and amended or revised as necessary (if need be) and finally voted upon to be formally approved by majority vote for the record once completed, etc. All approved Minutes shall be copied and shared with the President, Executive Secretary, ex officio Academy Liaison (or, if no one is employed by the Academy to serve as ex officio Academy Liaison, then otherwise with the Academy Principal) and Archivist to be added to the Association Records (noting that they are the final approved version).

Section 1e Voting - With the sole exception of any possible need for a Chairperson to break a tie vote during a committee or board action (as already noted elsewhere herein); in cases where an individual may hold multiple offices, auxiliary offices, and / or other alumni association positions, their vote shall only be counted once (individually) per voting event, therefore they shall not gain additional votes per voting event due to their holding multiple offices, positions, etc. Thus the Association shall generally adhere to a policy of “one vote per person.”

Section 2a **EXECUTIVE COMMITTEE** - The Executive Committee shall be comprised of all Officers, both Executive Officers and Auxiliary Officers (as specified within Article IV, Sections 1 and 2).

Section 2b A quorum shall be a simple majority of its current members. For example, this means that six (6) Officers are needed for a quorum if all office positions are filled, five (5) Officers are needed if one or two offices happen to be vacant, four (4) Officers are needed if three or four offices happen to be vacant, etc. Should a tie vote ever need breaking then the vote of the President (or Acting Chairperson) shall be counted twice.

Section 2c The Executive Committee shall act as advisory body for the President, and for the Association as a whole. Such shall have authority to take action upon important matters which are not specified for the **Executive Board Alumni Board** and cannot be deferred for action at the Annual Meeting. The Executive Committee shall hold regular meetings to carry out all necessary Association work and activities, and to determine policies and programs to be presented at the Annual Meeting for action (however, approval from the Executive Committee shall not be necessary for the orderly presentation of any Association matter by any Association Member at such Annual Meeting).

Section 2d The President of the Association shall serve as the Chairperson of the Executive Committee, or appoint another Association Officer to temporarily serve as such in their absence when necessary, as Acting Chairperson. If the President shall not be able to preside at a duly called meeting for any unforeseen and unexpected reason, and thus no one has been designated to serve as Acting Chairperson, then the Vice President shall serve as Acting Chairperson for that particular meeting. If both the President and the Vice President shall be unforeseeably or unexpectedly absent from a duly called meeting and / or their positions should be simultaneously vacant, then the Executive Committee shall choose from amongst themselves an Acting Chairperson by majority vote of the remaining Executive Committee in quorum session.

Section 3a **EXECUTIVE BOARD ALUMNI BOARD** - The **Executive Board Alumni Board** shall be comprised of the Executive Committee (as specified under Article V, Section 2a) and all Non-Officer Assistants (as specified under Article IV, Section 3). Where possible, the President shall serve as the Chairperson of the **Executive Board Alumni Board**. If there is a vacancy for the President and no Vice President is available to step up to serve as the President then the most recent Past President shall serve in this capacity (i.e. Chairperson). If none of these options are possible, or if the President is being considered for impeachment, then the **Executive Board Alumni Board** shall choose an Acting Chairperson from amongst themselves by majority vote of the **Executive Board Alumni Board** in quorum session.

**ALUMNI BOARD** - The Alumni Board shall be comprised of:

- 1) USA Academy Board Chairperson
- 2) USA Academy Principal
- 3) A Pastor Alumnus, in any conference
- 4) A Professional Alumnus (Lawyer, Doctor Business owner/Manager)
- 5) A General Alumnus Representative



[These Alumni Board members shall be sought, their term lengths, rotation/coverage, by --- [what process], and deciding a chairperson--- are yet to be determined - section unfinished.]

Section 3b A quorum of the Executive Board Alumni Board shall be all 5 members in session using email, video or phone conferencing for face-to-face meetings. (Also see voting availability special section 8 below.)  
at least half of its current members, no matter how large or small that may happen to be. Should a tie vote ever need breaking then the vote of the President (or Acting Chairperson, or Special Chairperson) shall be counted twice.

Section 3c The Executive Board Alumni Board shall not meet regularly; once 45-60 Days prior to the Alumni Weekend Annual Meeting and about 6 months from that time, at a minimum. They shall meet as needed in between these times for special issues that might arise. They and shall only be occasionally called upon for specific matters of special circumstance, such as for the appointment of an Interim Vice President, the approval or denial of any possible Executive Committee request(s) to temporarily amend the Constitution and By-Laws until a full Membership vote can be held on the matter at the Annual Meeting, to address a vote of officer impeachment, extenuating emergency situations which may require governance beyond just the Executive Committee, mitigating any possible impasses or emergency circumstances regarding the Executive Committee, etc.

Section 4 IMPEACHMENT: If 2/3 or more of the current Executive Committee may ever vote to impeach any Officer of this Association, including its President, an Executive Board Alumni Board meeting shall be called within 35 days of said vote and a final decision shall be rendered by majority vote of the Executive Board Alumni Board in quorum session. If such circumstances are ever called upon for the impeachment of the President of the Association then the Principal of Union Springs Academy shall temporarily serve as Special Chairperson of the Executive Board Alumni Board (and if the Principal is unable or not wanting to serve accordingly, then the Chairperson of the Union Springs Academy Board of Trustees shall serve temporarily as Special Chairperson of the Executive Board Alumni Board; if neither alternatives are possible then the Executive Board Alumni Board may choose by majority vote a Special Chairperson from among its Board members to serve temporarily).

Section 5 NOMINATING COMMITTEE - The Nominating Committee shall consist of the President, two (2) other Executive Officers, two (2) Non-Officer Assistants, and two Association Members who are currently neither an Association Officer or Non-Officer Assistant; other than the President (ex officio), all other Nominating Committee members shall be chosen by simple majority vote of the Executive Committee.

Section 6 CHAPTER COMMITTEES - Local Chapter Directors shall comprise their respective local Chapter Committee (ex officio) and may elect up to four (4) other Chapter Members to assist and serve with them on their Chapter Committee (the Chapter Director shall serve as regular Chairperson).

Section 7 OTHER COMMITTEES - The President of the Association shall appoint any other committees as may be deemed necessary to carry on the work of the Association.

Section 8a **ANNUAL MEETING** - The Annual Meeting (a.k.a. Annual Business Meeting) shall normally occur during the annual homecoming known as Alumni Weekend, at the campus of Union Springs Academy, and shall be comprised of any and every participating Active or Honorary Member who is **signed in** **"checked in"** as prescribed under Article VI, Section 1b and 1c; a majority vote shall be tallied according to the number of those officially "checked in," regardless of how small or large that count may be.

Section 8b The Annual Meeting shall be chaired by the President or his designee (if this is not possible the Executive Committee shall appoint a Chairman) and shall be the main business meeting for the Association, having authority to conduct any business the Association may desire and superseding even the Executive Committee and Association Board's authority or powers.

Section 8C The Annual Meeting always begin and end with prayer, shall include reports to the Membership such as the President's Annual Report and the Treasurer's Annual Financial Report. An agenda shall be posted and / or distributed noting any specific business and allowing time for general "Old Business" and any "New Business" (which may include motions from participating Members, seconded and approved by majority vote, etc.).

## ARTICLE VI **ELECTIONS AND GENERAL VOTING**

Section 1a General Elections and Special Elections, as may be needed and called for by the Executive Committee, shall be held at the time of the Annual Meeting, which should coincide with the annual homecoming known as Alumni Weekend.

Section 1b All Members participating in person at the Annual Meeting shall **sign in** **first be verified by "checking in"** with the Membership Secretary and / or their designated assistants by having their name checked against the Active Members category or Honorary Members category of the General Membership List and having their presence noted for the record; and furthermore, participating, "checked in" Members shall be given an official Voting Card which they will need in order to vote by either 1) holding it up at the time of any vote tally, or 2) presenting it in order to receive a Ballot if any secret ballot vote is taken.

Section 1c Under approval of the Executive Committee and / or the discretion of the Chairman, Members not physically present but wanting to participate may be remotely accommodated via electronic technology for participation, but shall likewise first need to be “checked in” with the Membership Secretary and / or their designated assistants by having their name checked against the Active Members category or Honorary Members category of the General Membership List and thus having their participation noted for the record; the Membership Secretary and / or their designated assistants shall assist as may be needed in acknowledging any of their votes (in lieu of them being present with a Voting Card).

Section 2 Votes shall only be tallied from verified Members present (per provisions under Article VI, Section 1b) and, with prior Executive Committee approval, tallying may also include mailed-in votes or secure electronic votes (which must be received by the time of the Final Call for votes, and must be cast no earlier than one week prior to the Final Call for votes (when permitted, all mailed-in votes and secure electronic votes shall be tallied along with all votes cast from Members present in person at the time of the Final Call for votes).

Section 3 When permitted, all mailed-in votes and all secure electronic votes must include the name of the voting Member in order to be verified before being tallied.

Section 4 With the sole exception of any possible need for a Chairperson to break a tie vote during a committee or board action (as already noted elsewhere herein); generally speaking the Association shall adhere to a policy of one vote per Member on any election or action in need of voting.

Section 5 No proxy votes or delegated votes shall be allowed, recognized or valid. Thus, Members are not allowed to vote on behalf of anyone else.

Section 6 In addition to the nominated candidates presented by the Executive Committee, President and / or Nominating Committee (as may be applicable), additional nominations of willing candidates for any office being voted upon at the General Election may be made by any Member through any of the following manners: 1) from the floor by anyone present at the General Election, 2) by written communication (Member must identify themselves for verification), 3) or communicated by secure electronic notice / vote (this last option is only possible if permitted by the prior majority vote and announcement of the Executive Committee).

Section 7 So far as is reasonably possible, nominees should be verified to be willing candidates prior to being presented for election, in order to attempt to avoid an otherwise unnecessary vacancy of office.

**Special section 8 - General Electronics Use in Voting.** For the Alumni Board, Executive Committee and Annual Meetings, electronic voting will be accepted with the following provisions: For the Executive Committee and the Alumni Board, if one

is absent, one may vote by email and/or text message, phone-in conversation with the chairperson, or use of a zoom/video vote --providing you are informed (as in reading past meeting minutes, talking to fellow members and can state rationale and demonstrate one has made an informed decision). The time frame for accepting such absentee votes will be short, and are to be established for each situation.

For the Annual Meeting, including votes for Officers, the above methods could be used, and also Web site and via FaceBook. Such votes and opinion polls will be deemed valid. The time frame for accepting such votes and opinions will be short, and are to be established for each situation.

## **ARTICLE VII ALUMNI WEEKEND**

Section 1 The Association shall organize an annual homecoming / reunion event for its Members known as "Alumni Weekend," which shall be organized so far as possible to achieve the following aspects: 1) it is supportive and compatible with the standards and activities of the Seventh-day Adventist Church, 2) it is held in cooperation with the Academy; 3) it is held on the Academy campus; 4) it is held at a time when the current Academy student body may participate (i.e. during a time when the Academy is in session and while the current student body is primarily present on campus); 5) it includes programs such as Vespers, Sabbath School, a Worship Service, the Class Roll Call, Necrology Service, Veterans' Recognition Service, the Annual Meeting, an Alumni Appreciation Meal, etc.; 6) it includes inviting all Members regardless of what year their class graduated; 7) it provides special recognition for the Honor Year Classes (i.e. such as the classes celebrating their 75 year, 60 year, 50 year, 40 year, 30 year, 25 year, 20 year, 10 year, etc. anniversaries); 8) officers seek to register all Members who attend and review their current contact information; 9) organizers display various items from the Association's Archives and Historical Collections; 10) officers acknowledge and welcome new members from the current Senior Class at the Academy.

## **ARTICLE VIII NEWSLETTER AND WEBSITE**

Section 1 The official newsletter of the Association shall be called "Re-Echoes;" unless the Executive Committee may subsequently choose by at least a 2/3 majority vote to rename the newsletter and / or initiate other newsletters, magazines or periodicals, websites, etc. under any new name(s).

Section 2 The Communications Director shall be the editor and manager of the Re-Echoes.

Section 3 All Re-Echoes newsletters and all formal Association communications shall first be reviewed by the President and Academy Liaison before their official publication, and are thus subject to their final editing and approval before

being published. (If the Academy does not have anyone employed as an ex officio Academy Liaison, then the Academy Principal shall be consulted instead, or another person whom the Principal delegates this responsibility to in place of an ex officio Academy Liaison. Otherwise, the final editing and approval shall rest solely with the President.)

Section 4 Should any disagreements arise between the President and the Academy Liaison (or Principal, or delegated Academy Liaison) regarding what may or may not be published on behalf of the Association, the Executive Committee shall be consulted to determine the final disposition of the matter via simple majority vote (which may be conducted via email, teleconference, etc.).

## ARTICLE IX ASSOCIATION CHAPTER ORGANIZATIONS

Section 1 In the interest of further promoting the Association and the Association's purposes among Members who may reside considerable distances from the Association's home base (the Academy), the Executive Committee may approve the creation of local Association Chapter organizations in regions with significant pockets of Members residing in close proximity therein (a.k.a. "Alumni Chapters").

Section 2 Such Association Chapters shall serve and function under the will, discretion and direction of the Executive Committee, with assistance, if possible, from the Academy Liaison and / or any other duly delegated liaison employed by the Academy.

Section 3 Chapter Organizations will have the following Chapter Officers: a Chapter Director, Chapter Assistant (serving as a quasi executive/membership secretary) and Chapter Financial Assistant (serving as a quasi treasurer); all of whom shall be appointed by the Executive Committee.

Section 4 The Executive Committee may conduct a local straw vote by Members of a Chapter Organization (or prospective Members of a potential Association Chapter, when initially creating said Association Chapter) to recommend nominations for said Chapter Director, Chapter Assistant and Chapter Financial Assistant, however the final decision of these appointments shall rest with the majority vote of the Executive Committee in quorum session.

Section 3 Chapter Organizations may aid the Association by organizing local meetings, potluck social gatherings, fundraising events, identifying Members' suggestions and / or concerns to the Association, etc. (all functions and activities being subject to approval from the Executive Committee, especially with assistance and input from any ex officio Academy Liaison).

Section 4 Chapter Organizations shall function under the immediate management of their respective Chapter Officers (who serve together ex officio as a Chapter

Committee, further defined under Article V, Section 6, and who shall regularly report any of their activities and meetings to the Association's Executive Committee via the Membership Secretary and the Academy Liaison).

## **ARTICLE X PROPERTY, ASSETS, FINANCIAL ACCOUNTS, ETC.**

Section 1 ARCHIVES AND HISTORICAL COLLECTION(S) - Recognizing the value and wisdom in preserving our history and records, the Association shall maintain an Archive of its official records, documents and other related materials, as well as its historical collection(s). The main Archives shall also serve as a repository of all official documents of our organization, including records such as Minutes of all Association meetings (including all committees, boards and any sub-committees, etc.), copies of official Correspondence, annual Alumni Weekend bulletin programs, financial records, etc.). The Historical Collections may include such items as the Academy yearbooks, other publications, promotional items, historical artifacts, photographs, audio recordings, movies and videos, autograph albums, correspondence, dairy bottles, memorabilia, etc. Both the Archives and Historical Collections shall be kept in an environmentally friendly and secure environment for their indefinite safe-keeping, preferably on the campus of Union Springs Academy or nearby. Only the President, Archivist, Historian, Treasurer, Executive Secretary and Academy Liaison may have keys for direct access to both the Archives and Historical Collections (and if they are maintained on the Academy campus, the Academy Principal and head of maintenance shall likewise have a key for access as may be needed). ANY established item(s) within the Archives and / or Historical Collection cannot be permanently removed, intentionally destroyed or discarded without at least a 2/3 majority vote of the Executive Committee. Anyone found stealing or intentionally destroying any items from the Archives and / or Historical Collections shall be prosecuted to the full extent of the law, unless the Executive Committee should determine otherwise by at least a 2/3 majority vote.

Section 2 Any and all property, assets, financial accounts, etc. of the Association shall fall under the management and oversight of the Executive Officers of the Association and shall be held, managed, administered, and / or delegated at their discretion, under their authority, and on behalf of the Association; and, so far as possible, in reasonable cooperation with the desire of the Academy.

## **ARTICLE XI AMENDMENTS TO THE CONSTITUTION AND BY-LAWS**

Amendments and changes may be made to this Constitution and By-Laws by either of the following two processes: 1) a 2/3 or more majority vote of recommendation(s) by the Executive Committee or **Executive Board Alumni Board**, which subsequently must be published in the Re-Echoes, the Association website and / or by special newsletter to attempt in good faith to inform all Active



Members at least 45 days prior to the Annual Meeting, then said recommendation(s) must be ratified or rejected by the majority vote of the voting Membership via a General Election that is concluded at the Annual Meeting; or 2) a 2/3 or more majority vote of recommendation(s) from the assembled Members at the Annual Meeting, then said recommendation(s) must be subsequently published in the Re-Echoes, the Association website and / or by special newsletter to attempt in good faith to inform all Active Members at least 45 days prior to the next Annual Meeting, then said recommendation(s) must be ratified or rejected by the majority vote of the voting Members via a General Election that is concluded at the next Annual Meeting.

## ARTICLE XII AUTONOMY AND INDEPENDENCE

Section 1 The Association shall function under the governance and provisions as set forth within this Constitution and By-Laws, regardless of whether the Association operates under the auspices of the Academy and / or the New York Conference of Seventh-day Adventists, or may possibly ever later organize or re-organize independently; and it is understood that both the Academy and New York Conference of Seventh-day Adventists shall respect and honor the governance and provisions as set forth in this Constitution and By-Laws in all its interactions with the Association.

Section 2 The Association reserves the right to organize or re-organize into a separate non-profit organization should it ever be deemed favorable to do so by a 2/3 or more majority vote of the **Executive Board Alumni Board**; especially if at any unforeseeable time in the future Union Springs Academy may unfortunately cease to operate.

Section 3 The Association reserves the right to establish and administer an independent financial non-profit Foundation at any time that 2/3 or more majority of the Executive Committee or **Executive Board Alumni Board** may deem and vote such to be desirable to assist with the stated purposes of the Association (as are listed under Article II, Section 1).

## ARTICLE XIII DISOLUTION OF THE ORGANIZATION

Section 1 Unless otherwise voted by at least a 2/3 majority vote of the **Executive Board Alumni Board** in quorum session, in the event of dissolution of the Union Springs Academy Alumni Association all assets and all monies in the operating fund shall be transferred to a successor non-profit organization for the alumni of Union Springs Academy, Union Springs Academy, the New York Conference of Seventh-day Adventists, Atlantic Union Conference of Seventh-day Adventists, North American Division of Seventh-day Adventists and / or the General Conference of Seventh-day Adventists, preferably in that order of succession. By at least a 2/3 majority vote of the **Executive Board Alumni Board** in quorum

session, it also may be permissible for holdings in the Association's Archives and Historical Collections to be given to the local Union Springs Historical Society in Union Springs, NY, Andrews University in Berrien Springs, MI, or any other worthy non-profit organization that may be well-suited and willing to preserve them for posterity and the public in general. If it is not possible for the Executive Board Alumni Board to function, then the Executive Committee shall be granted authority in this matter in place of the Executive Board Alumni Board.