

BRYN ATHYN COLLEGE | ALUMNI ASSOCIATION

BYLAWS

for

Bryn Athyn College of the New Church Alumni Association, a not-for-profit Association headquartered in Bryn Athyn, Pennsylvania.

Article I - Name

1. The name of the organization shall be "Bryn Athyn College of the New Church Alumni Association."
2. Bryn Athyn College of the New Church Alumni Association, (hereinafter "the Association"), shall have perpetual existence.

Article II - Purpose

The purposes of the Association shall be:

1. to support Bryn Athyn College of the New Church, (hereinafter, "the College"), in fulfilling its mission and developing its uses.
2. to support the Charter of the Academy of the New Church, a Pennsylvania corporation and more specifically those statements and references to the development and uses of the College and Theological School.
3. to raise and foster mutually beneficial relationships between the alumni, students, faculty and the College administration.
4. to establish an Alumni Fund whose purpose shall be to support the academic pursuits of faculty and students, as deemed appropriate and beneficial by the College administration, and particularly in relation to distinctive New Church research that applies the Heavenly Doctrines of the New Church to their academic field.
5. to provide the means whereby alumni may easily communicate with each other.
6. to provide the means whereby alumni can communicate their support, interest and concerns to the faculty and administration of the College, and whereby the faculty and administration of the College can communicate with alumni.

Article III - Membership

1. Membership shall be automatic to all alumni. The term "alumni" shall include all who have attended the College (formerly the Academy of the New Church College) regardless of whether he or she obtained a degree from the College.

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2. Membership shall also include, as non-voting members, the spouses of alumni and other friends of the College who make application to the Association.

3. Alumni, spouses of alumni, and friends of the College may become “Active Members” of the Association by supporting the uses of the Association with financial contributions such as annual dues, lifetime memberships, or donations to specific events or scholarships sponsored by the Association. Recent graduates and other members of the Association recognized by the Board of Directors will be considered “Associate Members.”

4. The Association is organized exclusively for charitable, religious, educational and scientific purposes, including for such purposes, the making of distributions to organizations that qualify under Section 501(c)(3) of the Internal Revenue Code or the corresponding provisions of future revenue laws pertaining to qualifying organizations.

5. No part of the net earnings of the Association, if any, shall inure to the benefit of or be distributable to its members or officers, except that the Association shall be empowered to pay reasonable compensation for services, reimburse expenses incurred on behalf of the association, and make payments and distributions in furtherance of the purposes set forth in Article II. No substantial part of the activities of the Association shall be the carrying on of political propaganda or attempting to influence legislation, and the Association shall not participate in any political campaign on behalf of any candidate for public office. The Association shall not carry on any activity not permitted to tax exempt churches or educational institutions under Section 501(c)(3) of the Internal Revenue Code.

6. Upon dissolution of the Association, the Board of Directors thereof shall, after making provision for the paying off of all liabilities, dispose of any remaining assets of the Association, exclusively for the purposes set forth in Article II, only to such organizations as would qualify as tax exempt organizations under Section 501(c)(3) of the Internal Revenue Code. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction under the principles of "cy pres" to organizations so qualifying.

Article IV - Meetings

The annual meeting of the Association shall be held in Bryn Athyn, Pennsylvania.

The annual meeting shall be determined by the published academic calendar of Bryn College of the New Church. The meeting shall be held once each academic year.

The Board of Directors shall fix the day, time and place of the meeting no less than one month (30 days) prior to the date of the scheduled meeting.

The Secretary shall have the responsibility of notifying the membership of the date, time and location of the annual meeting. Notification of the annual meeting shall also include, or otherwise direct the membership how to obtain, the names of the directors or officers nominated for election and any proposed changes to the Bylaws.

Fifty (50) Active or Associate Members shall constitute a quorum at any official meeting. An

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Active or Associate Member who submits an official absentee ballot for any official meeting will be considered to be in attendance for purposes of calculating a quorum.

Special meetings of the Association may be called by the President when he or she deems it to be in the best interest of the Association. The Secretary shall have the responsibility of notifying all members at least thirty (30) days before a special meeting is to occur. The notice shall include the date, time and location and shall also include the purpose of the special meeting and by whom it was called.

A special meeting may also be called by any six (6) members of the current Board of Directors or by fifty (50) Active Members whose printed names and signatures appear on a petition. The petition must be verified and presented to the Board of Directors no less than forty-five (45) days before the meeting is called.

No other business than that specified in the special notice may be transacted at such special meeting.

Article V - Voting

Voting for the election of Directors, the President of the Alumni Association, and amendments to the Bylaws may be done by voice or by ballots cast by Active or Associate Members at the annual meeting. Voting on any other questions or issues shall be done by voice. Results of voting shall be decided by majority approval.

Ballots shall not indicate the person who casts the ballot.

At any regular or special meeting, if the majority of those in attendance so require, then any item may be voted on by ballot.

When voting by ballot the chair of such meeting shall appoint, prior to the commencement of balloting, a committee of three (3) who shall act as "Inspectors of Election" and who shall at the conclusion of balloting certify to the chair the results of the balloting.

No Inspector of Elections shall be a candidate for any office or position in question or have a vested interest in the question voted on.

The results of any vote shall not be valid or enforced unless a quorum is present at the time of the vote (including absentee ballots).

Any Active or Associate Member may request to cast his/her vote through an official absentee ballot. It shall be the responsibility of the member to request and timely return the official absentee ballot once notice of the vote has been provided.

Article VI - Order of Business

1. Roll call or a count to ensure a quorum is present

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2. Review highlights of minutes or agenda
3. President's Report
4. Old business
5. New business
6. Adjourn

Article VII - Board of Directors

The business of the Association shall be managed by a Board of Directors consisting of ten (10) members, which shall include the Officers of the Association. At least one half of the Board of Directors shall be citizens of the United States of America and at least three (3) officers shall be residents of the state of Pennsylvania.

The College Board Committee of the Academy of the New Church shall ratify the members of the Board of Directors of the Association on an annual basis, at the request of the President of the Association, for the purpose of complying with applicable IRS regulations.

A Director shall serve a term in office of four (4) years, but not more than a total of eight (8) consecutive years unless such Director becomes an Officer. Officers of the Association may serve no more than twelve (12) consecutive years in his/her position.

The names of the Directors to be chosen shall be placed in nomination by current Directors at a regular meeting of the Board of Directors held prior to the notice of the annual meeting. The nominees shall be approved by a two-thirds vote of the Board of Directors. If approved, the names of the nominees shall be announced to the membership at the time the notice is provided for the annual meeting.

Once a nominee is properly approved and announced, the nominees shall be elected to the Board of Directors at the annual meeting if the nominee is approved by a majority vote.

Six (6) Directors shall constitute a quorum for any business to be transacted at a regularly scheduled Board of Director's meeting. The Board of Directors shall meet at least four (4) times a year, but is permitted to hold additional meetings if necessary to properly transact the necessary business of the Association. Each Director shall have one (1) vote and such vote may not be done by proxy. A Director may cast a vote in person, over the telephone, or through any other electronic means that permits the Director to contemporaneously listen and participate in the meeting.

The Board of Directors, at its discretion, may make or alter such rules and regulations covering its meetings by a majority vote of those Directors present.

Vacancies on the Board of Directors shall be filled expeditiously by a vote of the majority of the remaining members who constitute the Board. Each new member's term shall expire at the end of the next annual meeting unless he or she is elected at the annual meeting.

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The President of the Association, by virtue of the office, shall be chairperson of the Board of Directors.

The President of the College shall appoint a representative from the College Alumni Relations and Advancement staff to be an ex-officio member of the Board of Directors as Alumni Liaison. The Alumni Liaison may attend Board of Directors Meetings as a non-voting member, and may serve as an Officer of the Board if elected to this role by a majority of Directors.

A Director may be asked to resign or be removed when sufficient cause exists.

The Board of Directors by unanimous vote may invite up to three (3) non-voting members to sit on the Board for a one (1) year term for the expressed purpose of balance and perspective with regard to the mission of the Association.

Article VIII - Officers

The Officers of the Association shall be as follows:

- 1) President
- 2) Vice-President
- 3) Secretary
- 4) Treasurer

The PRESIDENT

1) shall attend the annual meeting of the Association and present an annual report which shall include, but not be limited to, completed work, work-in-progress and future plans to be accomplished.

2) shall appoint a chairperson for all committees both standing and interim.

3) shall receive periodic and annual reports from all officers and committee chairs to make sure that all books, certificates, reports and duties are being performed as required.

4) shall have such power and responsibility as may be reasonably construed as belonging to the chief executive of the Association including the following:

- i) the President or his/her appointee shall represent the Association at Academy of the New Church Corporation meetings, Academy of the New Church Board of Trustees meetings, and all agreed to meetings and public functions of the College.
- ii) the President shall seek out all opportunities to interact with the Academy of the New Church Corporation and Board of Trustees and the College administration, faculty and student organizations as are mutually agreed to be appropriate.

5) shall, if necessary, be a signatory on all financial documents, including checks.

6) shall be confirmed by a majority vote of the membership at the annual meeting following nomination by the Board of Directors, and shall take office after graduation ceremonies that year.

The VICE-PRESIDENT

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1) shall, in the event of absence or inability of the President to exercise his/her office, become "acting president" of the Association with all the duties rights, powers and privileges as if he/she had been the duly elected president. At such time as the President is able to resume office, the Vice-President shall revert to his or her role.

2) shall assist the President in the execution of his/her duties by mutual agreement or as may be necessary.

3) shall be elected by a majority vote of the Board of Directors.

The SECRETARY

1) shall keep and timely publish the minutes of each meeting of the Association.

2) shall make records and keep all official records as may be required by the Association or other legal entities.

3) shall give and serve all notices to the members, potential members and other official organizations with which the Association interfaces.

4) shall have the responsibility of notifying all members at least thirty (30) days before a meeting of the Association is called.

5) shall collect and maintain accurate and current contact information for the Association's various membership classes.

6) shall respond timely to all new member applications with a welcoming and informative communication.

7) shall have the responsibility of issuing and collecting absentee ballots from any and all Active members who request such a ballot, and ensuring that the ballots are included in the respective vote.

8) shall be elected by a majority vote of the Board of Directors.

The TREASURER

1) shall be a resident of the Bryn Athyn, Pennsylvania area.

2) shall establish and maintain a close working relationship with the Academy of the New Church Treasurer's Office and shall comply with all applicable policies of Bryn Athyn College relating to the destination and use of funds.

3) shall work, as necessary, with the College Alumni Relations and Advancement personnel in the solicitation of all monies and financial gifts of any kind to the Association.

4) shall monitor records of all monies and financial securities of the Association.

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5) shall prepare an annual budget and financial summary to be available at the annual meeting of the Association.

6) may be one of the officers required to sign and issue financial checks and/or drafts for the Association.

7) shall be elected by a majority vote of the Board of Directors.

Article IX – Compensation and Employees

No Officer, for reason of his or her office, or Director shall be entitled to receive any salary or compensation, but nothing herein shall be construed to prevent an officer or director from receiving compensation from the Association for Board approved expenses.

The Board of Directors shall hire and fix the means of compensation for any and all employees who the Board, in its discretion, may determine to be necessary for the conduct of the business of the Association.

Article X - Committees

All committees of the Association shall be appointed by the Board of Directors and shall exist for a period of one (1) year unless terminated earlier by vote of the Board of Directors.

Each standing committee shall be chaired by a member of the Board of Directors who shall report to the Board, the frequency of which shall be determined by the Board of Directors.

Article XI - Dues

The dues of the Association shall be determined by the Board of Directors.

All dues collected must pass through the Academy of the New Church financial offices.

Dues may be accepted in cash, check or credit/debit card.

Dues shall be solicited and collected annually prior to the commencement of the annual meeting.

Article XII – Amendments to the Bylaws

The Bylaws may be amended by an affirmative vote of a majority of a quorum in attendance at the annual meeting.

All amendments shall be in writing and be received by the Secretary before any Board of Directors meeting held prior to the distribution of the annual meeting notice. All amendments shall include the name of the originator and the name of one or more other current members who shall second the amendment.

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Only Active or Associate Members may propose amendments to the Bylaws.

Approved March 6, 2011

Board of Directors,

Bryn Athyn College of the New Church Alumni Association

Revision 1 approved May 23, 2013, at BACAA Annual Meeting.

Revision 2 approved May 27, 2015, at BACAA Annual Meeting.

Revision 3 approved October 20, 2017, at BACAA Annual Meeting.