

PROPOSAL

Whereas, the current By-Laws of The American College Alumni Association – Catholic University of Louvain were adopted by the Alumni Association in June 2012 at its annual meeting in Leuven, Belgium shortly after the closing of The American College in 2011; and,

Whereas, the current membership of The American College Alumni Association is declining as a result of the closing of The American College in 2011; and

Whereas, it is not expected that a significant number of individuals will join the Alumni Association in the future from other recently established communities that occupy the present American College facility in Leuven; and,

Whereas, as the American College Alumni Association has already expended great time, effort and resources to invite those alumni who are not members of this Association yet are eligible to join, but who have nonetheless decided not to join this Association for their own various reasons; and,

Whereas, several stipulations of the current By-Laws are unable to be met or have never been met; have become unwieldy given the nature of the Association; or, can no longer be supported as a result of a loss of members who can continue to actively participate in the Alumni Association either by choice, requirements of the By-Laws, or circumstance; and,

Whereas, the Alumni Association has lost members as a result of the natural life and death process and will continue to lose more members to that process in the coming years as opposed to gaining new members; and,

Whereas, the Alumni Association desires to streamline and make more accessible its By-Laws so as to accommodate its declining membership while continuing its mission to support The American College of the KU Leuven/UCL and its 160-year old heritage for future generations;

IT IS PROPOSED

That the attached revised By-Laws of The American College Alumni Association be considered by the entire membership during the period from its annual meeting of June 2016 in Collegeville, Minnesota to its next annual meeting of August 2017 in Leuven, Belgium so as to allow the consideration of the entire membership and to facilitate reception of any constructive comments via the Alumni Association website;

AND BE IT FURTHER PROPOSED

That the attached revised By-Laws of The American College Alumni Association with comments received be discussed at the next annual meeting of August 2017 and a vote for the adoption of these proposed By-Laws to occur at that annual meeting.

Respectfully proposed,



Christopher J. Fusco, Esq., '97, '01

Metuchen, New Jersey
May 26, 2016

**American College Alumni Association Catholic University of Louvain
BYLAWS**

**Article One
Name**

The name of the organization is the *American College Alumni Association Catholic University of Louvain*. It is also known as the *American College Alumni Association* and the *ACAA*. In these Bylaws, it is also referred to as the Association.

**Article Two
Mission/Purpose**

- A. The American College Alumni Association is organized to:
1. enable fellowship among those who have been educated in the Faculties of Theology, Canon Law, or Philosophy at the KU Leuven/UCL;
 2. promote continuing education in Theology, Canon Law, and Philosophy for its members and for others as the members deem appropriate **and as resources allow**;
 3. support its members' ongoing formation in their various roles within the people of God; and
 4. support the mission of The American College of Louvain, Catholic University of Leuven.
- B. The activities of the organization shall be limited to those activities authorized under section 501 (c)(3) of the United States Code governing the Internal Revenue Service.

**Article Three
Membership**

Section A Full Membership

Full membership in the *American College Alumni Association* is conferred on any person who has:

1. resided in the American College of Louvain while studying Theology, Canon Law, or Philosophy at *KU Leuven* or *L'Université Catholique de Louvain* for at least one full semester; or
2. resided in the American College of Louvain while participating in one of the less-than-a-semester programs offered or sponsored by the American College such as the Summer Program, a Short Term Sabbatical or a Conference of at least one week in duration; or
3. served as a full-time staff member of the American College or as a member of an American College Advisory Board; and
4. paid an annual dues of twenty-five dollars (\$25.00). This provision shall take effect only after the ACAA Board of Directors has established and implemented the procedures for the collection of these annual dues from eligible members.

Section B Honorary Membership

The Association may grant honorary memberships as it sees fit and may recognize other persons, as appropriate, as "Friends of the American College".

Section C Members' Rights

Full membership includes the following rights for each member:

1. To cast a deliberative vote concerning all substantial matters regarding the business and future of the association –matters reserved to a vote by the entire membership include but are not limited to electing the members of the Board of ~~Directors~~**Trustees**, approving the annual budget for the ACAA including the amount of the annual contribution to be requested of the members, and approving or amending the Bylaws of the Association and Articles of Incorporation;
2. To make proposals and to propose amendments to proposals to be considered by the membership;
3. To nominate and to be nominated (unless limited elsewhere in these Bylaws) to one of the offices, committees, or task forces of the Association; and
4. To restrict access to one's own personal information provided to the Association.
5. Exercise of the rights delineated in Article Three, Section C, 1. through C, 4. is limited to those Members of the Association who are current in their dues, unless granted a waiver by an act of the Board of ~~Directors~~ **Trustees**. This provision shall take effect only after the Board has established and implemented the procedures for the collection of annual dues from eligible members.
6. **Any deliberative vote as delineated in Section C.1 *supra* may be conducted by voice or written vote in person at the annual Meeting or a meeting convened for such purpose.**

Section D Members' Support

Members of the association shall be asked for an annual contribution in an amount proposed by the Board of ~~Directors~~ **Trustees** and approved by the membership.

Section E Members and the Board of ~~Directors~~Trustees

Members are to receive reports about—**concerning any meetings of** the Board of ~~Directors~~ **Trustees** meetings through email, ACAA website, and other social media approved by the Board and accessible by the members. Members are to be invited to make comments, criticisms and suggestions on the proceedings, projects, and board policy and, if necessary, to call for an all-membership vote. Members are to be encouraged to recommend nominees to serve as members of the Board of ~~Directors~~ **Trustees** and to serve as a member of the Board or of one of the committees or task forces established for the benefit of the Association.

Article Four Board of ~~Directors~~Trustees and Duties

- A. The affairs of the Association shall be managed by its Board of ~~Directors~~ **Trustees** (hereafter referred to as Board). Except as limited by the Articles of Incorporation and the Bylaws, the Board shall have the power and authority to do all acts and perform all functions that the Association may do or perform. It shall develop and propose the annual budget of the ACAA for membership approval by a deliberative vote. It may establish policies and procedures consistent with these Bylaws for the regulation of its own proceedings and those of its officers, employees, or committees. **An annual meeting of the Board of Trustees and open to the entire membership (hereinafter "the annual Meeting") shall be held in conjunction with an annual alumni reunion or, if a reunion is not scheduled for a given year, on the day and month of the year to be established by the Board in consultation with the membership at a mutually convenient location. Quorum for the annual Meeting is established by the simple majority of members, outside of the Board of Trustees, who are present for a called**

annual Meeting. ~~The Board, in consultation with the membership, shall determine the time, the location, and a coordinator for alumni meetings in North America and elsewhere.~~

- B. In addition to other duties herein enumerated, the Board may establish and terminate ad hoc committees composed of members of the Board or other members of the Association; audit bills; disburse funds; print and circulate documents; publish articles; employ agents; and devise and execute such other measures as they deem proper and expedient to promote the objects of the Association and to protect the interest and welfare of the members.
- C. ~~The Board shall consist of seven or nine members: the President, a Vice-President, the Secretary, the Treasurer, the immediate Past-President, and the two or four Members-at-Large.~~ **The Board shall consist of five Trustees. Each Trustee shall serve a two year term but such term shall expire no later than the annual Meeting held in the second calendar year following the year in which the Trustee seat was filled.**

However, during the first transition year of these By-Laws, two Trustees shall enjoy a term of only one year upon the completion of which, they or others may submit their names in nomination for an additional two-year term so that the terms of the five Trustees shall be staggered. The newly elected five Trustees upon the initial enactment of these By-Laws shall determine the two amongst them who will serve a one-year term.

Upon their election and on a yearly basis, the Trustees shall determine amongst them who shall serve as President, Vice-President, Secretary, Treasurer and a Trustee-at-Large. The immediate Past-President is encouraged to serve on the Board *ex officio* but is not obligated to do so. All members of the Board shall be drawn from the group of Full Members of the American College Alumni Association.

- D. ~~The President shall serve a one-year term followed by a one year term as Immediate Past President. The Vice-President/President-Elect shall serve a one year term followed by a one year term as President then a one year term as Immediate Past President. All other members of the Board, i.e., Secretary, Treasurer, and Members-at-Large, will serve a term of two years. New directors shall be elected as existing directors complete their terms. The terms of Directors shall begin upon being elected. Directors may be elected to successive terms.~~

Only Members in good standing shall be entitled to vote. The election of Trustees shall be conducted at the annual Meeting. The election shall be conducted by voice or written vote in person at the annual Meeting or a meeting convened for such purpose.

- E. ~~The members of the Board shall be limited to two consecutive terms of office~~ **are not limited to terms of office.** Former members of the Board may once again run for office after a hiatus of two years.
- F. Any director- **Trustee** may at any time resign as such effective either immediately or at a specified later date, by written resignation delivered to the Secretary of the Association **or if it be the Secretary, to the President of the Association.**
- G. Whenever a vacancy in the Board occurs due to any cause other than expiration of their term of office, the vacancy may **shall** be filled by Board selection of a temporary director **Trustee** who shall serve for the balance of the unexpired term left by the vacancy.
- H. At all meetings of the Board, a majority of the directors-**Trustees** then in office shall be necessary and sufficient to constitute a quorum for the transaction of business.
- I. Except where otherwise required by law, the Articles of Incorporation or these Bylaws, the affirmative vote of a majority of the directors **Trustees** present at a duly held meeting **of the Trustees** shall be sufficient for any action. The Board may lawfully conduct business and voting via electronic communication or conferencing at the discretion of the President. The results of any action so taken will be recorded in the minutes at the next **annual Meeting** meeting, noting an action taken electronically, with the date of the action.
- J. All actions of the Board shall be reported to the members in a timely fashion via email, posted on the ACAA website and other social media approved by the Board. In any event, however, such actions shall be reported to the members at least twice annually.

- K. ~~Directors~~ **Trustees** as such shall not receive any stated salaries for their services, but nothing herein contained shall be construed to preclude any ~~director~~ **Trustee** from serving the Association in any other capacity and receiving compensation therefore **provided it is in compliance with the regulations of the United States Internal Revenue Service.**
- L. Any member of the Board who has a financial, personal, or official interest in, or conflict (or appearance of a conflict) with any matter pending before the Board, of such nature that it prevents or may prevent that member from acting, or appearing to act, in an impartial manner on the matter, will voluntarily recuse him/herself and will vacate the meeting venue to refrain from discussion and voting on said item.
- M. The Treasurer shall regularly present a financial report to the Board detailing all receipts and dispersals of funds and providing an analysis of the financial status of the Association. The Board shall annually appoint an Auditor to audit the financial records of the Association **if deemed necessary by a simple majority of the Board or as requested by at least twenty percent (20%) of those voting at an annual Meeting or as required by the United States Internal Revenue Service. The cost of the audit shall be assumed by the Association.** An annual financial report shall be distributed to the members **at the next annual Meeting or upon request by any member of the Association.**
- N. ~~Directors~~ **Trustees** are to be nominated from among the full members of the Association. Normally elections will take place during ~~June~~ **at the annual Meeting.** ~~At least one hundred business days prior to any election~~ **A call for nominees shall be considered rolling throughout the entire calendar year but shall terminate one week prior to the annual Meeting. If no nominations are presented during the calendar year, nominations may be accepted from the floor of the annual Meeting. The rolling call for nominees will be elicited by an email to the entire membership and shall be permanently published on the ACAA website as well as any other appropriate Internet-media posting decided by the Board.**
- O. All ~~Directors~~ **Trustees** shall be elected by a majority of the full members who cast a vote **by voice or written vote in person at the annual Meeting or a meeting convened for such purpose.** With the permission of the person being nominated, candidates to serve on the Board may be nominated by any individual member. Prospective Board members ~~will be requested to~~ **shall** submit a short **biography** introducing themselves to **any** other member **who requests it.** ~~The Board shall appoint one of its members to receive the nominees' bios and publish them for review by the membership on the secured (access available only to full members) section of the ACAA website. When the website provides for a secure, verifiable means for electronic voting, voting will be done electronically. Until then, voting will be done at the annual business meeting of the Association. (This has never occurred – publishing biographical information on an unsecure website could be problematic)~~

Article Five Duties of Officers

- A. The President is chair of the Board, shall perform those duties usually pertaining to those offices and shall, personally or through others, oversee membership meetings ~~in North America or elsewhere~~
- B. The Vice-President shall perform those duties usually pertaining to this office and shall, personally or through others, oversee the nomination and election of members to the Board and of the balloting on any proposal to be voted on by the membership.
- C. The Secretary shall perform those duties usually pertaining to this office and shall, personally or through others, oversee the membership database, all communications between the Board and the members including email, ACAA website or other ACAA social media.
- D. The Treasurer shall perform those duties usually pertaining to those offices and shall, personally or through others, oversee fundraising activities and the awarding of grants and scholarships.
- E. The Immediate Past-President shall serve as an advisor to the Board and performs those duties as decided by the Board. **He or she is a non-voting member of the Board and serves ex officio.** ~~For the year following ratification of these Bylaws, the Immediate Past President shall serve as the liaison officer between the ACAA and the re-instituted American College under the new management of KU Leuven.~~

~~F. The Two or Four The At-Large Members shall will be elected by the entire memberships and are to represent the views, concerns and interest of the entire membership. They will perform those duties as decided by the Board.~~

Article Six Technological Advances

The Board as well as all committee or task forces established by the Board should use the most ecological and efficient technologies to transact ACAA business.

Article Seven Rules of Order

The rules of parliamentary procedure as laid down in *Robert's Rule of Order* shall govern all meetings of the Association when not in conflict with the Articles or Bylaws, ~~provided that a voice vote shall be taken on all questions,~~ except when twenty percent (20%) of the directors **Trustees** or members present at a meeting demand a written ballot, in which event a written ballot shall be so taken.

Article Eight Amendment of Bylaws and Articles

These Bylaws and the Association's Articles of Incorporation may be amended at any time and from time to time by the affirmative vote of the majority of the members casting a ballot. Notice of any proposed amendment(s) shall be given to all the members via email, posted on the ACAA website and other social media approved by the Board ~~at least one hundred~~ **no more than ninety but no less than seven business** days before a deliberative vote by the members is to be taken. The voting process shall be supervised and monitored by a member of the Board or another member or by a committee as appointed by vote of the Board.

The dissolution of this Association shall occur when voted upon by a simple majority of the voting members at an annual Meeting taken by voice or written vote in person at the annual Meeting or a meeting convened for such purpose; or, automatically when a full Board of Trustees cannot be empaneled at an annual Meeting or a meeting convened for such a purpose.

In such an event, the Association shall assume all legal costs to conclude the Association's existence as a tax-exempt organization under section 501(c) (3) of the United States Internal Revenue Code. All remaining monies shall be dispersed to an organization affiliated with KU Leuven/UCL as determined by a simple majority of the voting members then voting for dissolution.

~~Except for Article Three Membership, Section A Full Membership, subsection 4, i.e., "paid an annual dues of twenty-five dollars (\$25.00 dollars)",~~ These Bylaws will take effect upon approval by a **simple** majority vote at the ACAA business meeting **annual Meeting held on Wednesday June 27, 2012, during the August 2017** alumni reunion in Leuven. ~~Article Three Membership, Section A Full Membership, subsection 4, i.e., "paid an annual dues of twenty-five dollars (\$25.00 dollars)" shall take effect only after the Board has established and implemented the procedures for the collection of these annual dues from eligible members.~~

At this same business meeting, nominations and elections of the members to the Board will take place. Upon their election, the members of the Board shall take office. ~~and begin their terms.~~

~~These American College Alumni Association Catholic University of Louvain Bylaws were approved by the American College Alumni present at the ACAA business meeting held in Leuven Belgium on Wednesday, June 27, 2012.~~

~~ACAA Executive Committee:~~

~~John Ludwig, ACAA Executive Director~~

~~Jack Dick, ACAA President~~

~~Bill Wegher, ACAA Secretary-Treasurer~~

~~John Greisbach, ACAA Immediate Past President~~