

**BYLAWS OF THE ALUMNI ASSOCIATION
SAINT VLADIMIR'S
ORTHODOX THEOLOGICAL SEMINARY**
(As revised On May 19, 2010)

1. NAME

The name of this Association shall be the Alumni Association of Saint Vladimir's Orthodox Theological Seminary.

2. PURPOSES

In recognition of the fact that Saint Vladimir's Orthodox Theological Seminary ("Seminary") is an extension of the ministry of the Orthodox Church in North America:

The mission of the Saint Vladimir's Orthodox Theological Seminary Alumni Association ("Alumni Association") is to support the Seminary and serve its alumni. The Alumni Association supports the Seminary by promoting interest in, securing financial commitment for, and advancing the mission of the Seminary. It serves the alumni by providing information, programs, and activities that encourage them to fulfill their ministries in the greater Orthodox Church and to promote fellowship among the alumni.

3. MEMBERSHIP

1. Any person who holds a graduate degree or certificate conferred by the Seminary shall be a regular member of the Alumni Association. Only regular members of the Alumni Association may vote in the affairs of the Alumni Association.

2. Associate membership is and shall be conferred upon any matriculate of the Seminary who has completed two (2) semesters and who does not hold a degree from the Seminary. Any matriculate associate member, upon written application and approval by a majority vote of the Alumni Board at an Annual or teleconference meeting, shall be admitted to regular membership. Associate members may not vote in the affairs of the Alumni Association.

All current members of the Board of Trustees and of the faculty and the administration of the Seminary, who are not already members, shall be Associate Members of the Alumni Association during the respective periods of their service with the Seminary.

4. ALUMNI BOARD

Section 1. Powers of the Alumni Board

The Alumni Board shall manage of the affairs and business of the Association, consistent with the charter, statutes, and policies of the Seminary, and in accordance with these Bylaws.

Section 2. Meetings of the Alumni Board

There shall be at least two (2) meetings per year—one of which will be designated the “Annual” meeting. The Annual meeting will be held at the Seminary and the other meeting will be held by teleconference. Ideally, there will be a total of three teleconference meetings during the year, one in February (before Great Lent), one in May (after Pascha), and one near the beginning of the ecclesiastical year (September 1). The time and place of the Annual, teleconference and special meetings shall be fixed by the Chairman unless the same has been specified by resolution of the Alumni Board. Notice of each meeting, both Annual, teleconference, and special, shall be given to each Director by mail or email. Said notice shall be sent at least fourteen (14) days prior to the date of the meeting, and shall be accompanied by a general statement of the proposed agenda to be considered at the meeting. Only those matters stated in the call of the meeting may be acted upon at any special meeting. Minutes shall be kept by the Secretary or his/her designee, and shall be available to members of the Alumni Board not later than thirty (30) days following the meeting.

Section 3. Membership of the Alumni Board

This Alumni Association shall be governed by a Alumni Board elected from the regular members. Board membership shall ordinarily consist of nine (9) members representing six (6) jurisdictional and/or gender segments as specified in the Bylaws, and three (3) members elected at large from among the membership. The maximum size of the Board, including any officers whose service on the Board has been extended through their election (or re-election) to office, shall be 11. The

method of election and conditions of eligibility for election shall be provided in the Bylaws, provided that:

- A. a member of the Board shall not be employed by the Seminary;
- B. each director shall be elected to a term of three (3) years, commencing on a date designated in the Bylaws, and shall be eligible for reelection for one additional three (3) year term; the term of members elected to serve as officers of the Board will automatically be extended, as necessary, to encompass their term as an officer, as long as this extension does not increase the size of the board to more than 11.
- C. a member of the senior class of the Seminary's M.Div. program shall be selected by his/her classmates each fall to serve as an ex officio non-voting member of the Alumni Board for that school year.
- D. the Director of Alumni Relations of the Seminary shall be an ex officio non-voting member of the Alumni Board.
- E. a vacancy on the Board may be filled by the Alumni Board at any special, teleconference, or Annual meeting of the Board, provided the appointee shall serve only for the remainder of the term; and

Section 4. Election of Alumni Board

A. Voting/Running Eligibility.

Every regular member will be eligible to vote and to run as a representative for the Segment containing his or her jurisdictional, geographical and/or gender. Every regular member will also be eligible to vote and run for any open "At-Large" seat. No person may run for more than one open seat simultaneously. If a potential candidate is eligible to run for more than one open seat, and his or her application to the Nominating Committee for a place on the ballot does not identify the seat sought, the Nominating Committee shall contact the candidate to determine which seat he/she wishes to run for.

B. Alumni Board Apportionment.

1. Year-Group Segments

There shall be a goal of having one (1) Alumni Board member for each of the following six segments. If the goal is not attained, the open representation may become an at-large position.

The segments shall be reconsidered and possibly reapportioned every six years as deemed necessary by the Alumni Board, starting in 2012, in years divisible by six (e.g., 2018, 2024, 2030, etc.). The initial apportionment goal shall be as follows:

Representative of the Orthodox Church in America Alumni	1
Representative of the Greek Orthodox Archdiocese Alumni	1
Representative of the Antiochian Orthodox Archdiocese Alumni	1
Representative of the Serbian Orthodox Archdiocese Alumni	1
Representative of the Oriental Orthodox Alumni	1
Representative of the Women Alumni	1

2. At-Large Seats.

There shall be three At-Large seats. In selecting candidates to be listed on the ballot for the At-Large seats, the Nominating Committee should seek to promote wide representation. For instance, consideration should be given to representation of the various geographical areas, graduation years, and other identifiable groups which may be underrepresented on the Alumni Board.

3. Nominations process.

a. At the Annual Meeting, there shall be a Nominating Committee charged with the responsibility of identifying potential candidates for any upcoming Alumni Board opening, whether jurisdictional or gender Segment or At-Large. Any regular member may apply to the Nominating Committee to be placed on the ballot for an open seat. The committee may obtain nominees through means which may include, but are not limited to, direct solicitation through mail, Internet, and/or alumni publications; recommendations of current Alumni Board members; and/or other personal referrals or individual contacts. When nominations are solicited through alumni

publications, notification shall be made in a timely manner, allowing reasonable response time.

b. The Nominating Committee, after receiving all nominees, shall assess and screen the nominees, and then, at the Alumni Board teleconference meeting in February, shall recommend potential candidates for each open segment to the full Alumni Board. The Alumni Board shall then ratify, with or without amendment, a slate of nominees to appear on the ballot. In the event that a nomination is received in the time intervening the ratification of the list and the final preparation and dispersal of the ballots, the Executive Committee may order the addition of a nominee to the ballot.

c. The members of the Nominating Committee, like all other committees, shall be appointed by the Chairman with the approval of the Alumni Board. When possible, the current representatives of the segments whose terms of office are expiring shall serve on or assist the Nominating Committee.

4. Election Procedure.

The voting may be conducted by mail, by secure Web-based balloting, or by such other means as shall ensure the integrity of process and the maximum participation of eligible voters. After the Alumni Board has approved a slate of nominees, ballots shall be prepared. If polling is by mail, ballots shall be mailed to all eligible members for whom the Seminary's Alumni Office has a current address. If polling is conducted electronically, alternative forms of notice to the membership—such as e-mail notification, notice through alumni publications, or by mailings instructing members how to vote online—may be employed. Provisions should be made to accommodate voting by members who do not have access to e-mail or the Web. The Alumni Board may request the Seminary's Alumni Office to count ballots and report results to current Alumni Association officers. All Directors shall be elected by a plurality vote of those voting.

In the event of a tie vote for any office, the Chairman of the Alumni Alumni Board shall cast the deciding vote (he or she may not vote in

the general election process). Induction of new Alumni Board members shall take place at a time designated by the Alumni Board.

Section 5. Composition of the Alumni Board

A. Officers of the Alumni Board

1. The officers of the Alumni Board shall be elected by said Board and shall include a Chairman, a Vice-Chairman, Secretary, and such other officers as the Bylaws may specify or permit. The officers shall perform such duties as the Bylaws specify and the Alumni Board orders.

2. All officers shall be graduates of the Seminary.

3. Each Officer shall be elected for a term of two (2) years, commencing on a date designated by the Bylaws.

4. In the event the Chairman is unable to complete the designated term, the Vice-Chairman shall automatically succeed to the position of Chairman and serve out the unexpired portion of the term. A vacancy in any other office shall be filled by appointment of the Chair.

B. Election of Officers.

1. Elections for any open office shall be held at each Annual meeting of the Alumni Board. Any sitting member of the Alumni Board, including any incumbent Officer, may stand for election to any office. When a new Chair is being selected, election for that office shall be held prior to balloting for other offices, and any candidate for the office of Chair who is not selected may run for another office.

C. Terms of Office.

1. Directors shall be elected to three (3)-year terms. The terms of the Directors shall be staggered so that one-third (1/3) of the positions shall expire each year.

2. If any member of the Alumni Board is elected to serve as an Officer of the Board for a term which would extend beyond his or her three-

year term, that member's term as a member of the Alumni Board shall be automatically extended to encompass the term as an Officer. All terms for Officers of the Alumni Board shall begin on the last day of the Annual Alumni Board meeting, and shall extend until new Officers are installed.

3. Any Officer of the Alumni Board who is not re-elected to office at the fall meeting shall nonetheless serve out his or her term as an Officer until the newly elected Officer is installed on the last day of the Annual Alumni Board meeting.

D. Special Vacancies.

1. A special vacancy on the Board or Directors may arise because of any of the following: 1) voluntary resignation by a director; 2) death or any other impairment prohibiting the director from completing his term; 3) absence from two (2) consecutive Alumni Board semiannual meetings; and 4) in case of scandalous behavior involving a member, a vote for the member's removal by two-thirds (2/3) of the other Alumni Board members present.

2. In case of a special vacancy on the Alumni Board, other than a normal vacancy occurring because of the expiration of his/her term of office, the vacancy shall be filled by the Executive Committee, subject to ratification by the Alumni Board, whether by phone, mail, or at any Annual or teleconference meeting of the Alumni Board or at any special meeting called for that purpose. Said vacancy shall be filled by a person meeting the eligibility requirements wherein the vacancy exists, provided said person is willing to serve. The appointee shall serve only for the remainder of the term, unless elected at the expiration thereof to the Alumni Board by the regular membership.

Section 6. Executive Committee

The Executive Committee shall consist of three members: (1) Chairman of the Alumni Association, (2) the Vice Chairman, and (3) the Secretary. The Executive Committee may invite the Seminary's Director of Alumni Relations to participate as an ex officio non-voting member of the committee. During the intervals between meetings of the Alumni Board, the Executive Committee shall possess, and may

exercise, under the control and direction of the Alumni Board, all of the powers of the Alumni Board in the management and control of the business of the Association. All action taken by the Executive Committee shall be reported to the Alumni Board at its first meeting thereafter, and shall be subject to ratification, revisions, or rescission by vote of the Alumni Board. The Executive Committee shall meet at the call of any member thereof, and shall keep a written report of all action taken by it. Action taken by the Executive Committee shall be by vote of record of consensus of the three (3) members.

Section 7. Quorum

A majority of the voting Alumni Board membership shall constitute a Quorum.

5. LOCAL ALUMNI GROUPS

The Alumni Board, as provided in the standing rules, may grant and revoke charters to local chapters and geographic groups or clubs, and such charters shall represent affiliation with this Alumni Association.

6. LIMITATIONS ON ALUMNI ASSOCIATION POWERS

Section 1. Duration

The Alumni Association shall continue until dissolved by the Board of Trustees of the Seminary or the Alumni Board.

Section 2. Compensation

No compensation or payment shall ever be made or paid to any member, or officer of this Alumni Association, except reimbursement of reasonable expenses approved by the Seminary's Chancellor.

Section 3. Assets

This Alumni Association shall not have any bank accounts or assets of its own, separate from the Seminary. Any funds gathered by the Alumni Association will belong to the Seminary.

Section 4. Liabilities

The members of this Alumni Association shall have no personal liability whatsoever for its obligations.

7. DIRECTOR OF ALUMNI RELATIONS

The Director of Alumni Relations or other representatives of the Seminary staff may be asked by the Alumni Board to conduct day-to-day operation of the Association.

8. STANDING RULES

The Alumni Board, by majority affirmative vote, shall establish standing rules consistent with these Bylaws for the governing management and conduct of the Alumni Association. A standing rule may be revised, repealed, or suspended by an affirmative vote of at least two-thirds (2/3) of the total votes cast upon the question.

9. COMMITTEES

Committees shall be created, modified, or disbanded by a vote from the Alumni Board. Committee Chairmen shall be only regularly elected or appointed members of the Alumni Board, and shall be selected in a manner designated by the Chairman, whether by direct appointment, election of the committee, etc. Committee members shall be regular members of the Association. A majority of the members of any regular committee shall be elected Alumni Board members.

Special (or advisory) committees may be created from time to time, and such committees need not have a majority of members from the elected Alumni Board.

The duration and charge of a committee may be determined by the Chairman or by a vote of the Alumni Board, and its charge or duration may be extended, modified, or terminated in the same manner.

10. PROGRAMS

The Alumni Board (or Executive Committee with the approval of the Alumni Board) may create, sponsor, develop, operate, or conduct various alumni activities and programs for the interest and advancement of the alumni or for the benefit of the Seminary.

11. AMENDMENT OF BYLAWS

These Bylaws may be altered, amended, modified, or repealed at any Annual, teleconference or special meeting of the Alumni Board by a two-thirds (2/3) vote of all the members of the Alumni Board present, provided notice of such meeting has been provided in accordance with Article 2, Section of these Bylaws. Any such change in Bylaws shall be effective only after approval by the Seminary Trustees.

STANDING RULES OF THE SAINT VLADIMIR'S SEMINARY ALUMNI ASSOCIATION

While "Robert's Rules of Order" may provide the general standard for the governance of Alumni Board meetings, "Robert's Rules" will be superseded by any pertinent Standing Rules, any applicable provisions of the Bylaws or by temporary supplemental rules as may from time to time be adopted.

ADMINISTRATION

1. All Alumni Board minutes shall be made available to any alumni Member who requests them.
2. Notice of the availability of Alumni Board minutes may be published and available to the Alumni Association membership.
3. The Standing Rules shall be divided in specific topical headings to allow easy reference.

ALUMNI ALUMNI BOARD

The attendance of SVS Alumni Association Alumni Board members may be published in an alumni periodical. In such case, the publication would note only the individual member's attendance or absence from each session of the Alumni Board.

ALUMNI CHAPTERS

1. The Chapter Handbook, as adopted and approved by the Alumni Board, shall be the official Chapter Handbook for the Alumni Association, and may set forth the specific rules and procedures for the chartering of a chapter, chapter offices, the election and duration of chapter officers, and other pertinent information.
2. The Chapter Handbook may be subject to review and amendment by a majority vote at any officially called Alumni Board meeting.

EXECUTIVE COMMITTEE REPORTS

1. A report reflecting the status, actions, and plans of the Alumni Board, Executive Committee, or other committees, may be prepared and presented to the SVS Board of Trustees.
2. A copy of that report may be distributed to the Alumni Board thirty (30) days prior to being presented to the SVS Board of Trustees.
3. A copy of the minutes of the Executive Committee meetings shall be provided to the current members of the Alumni Board.

ALUMNUS/ALUMNA OF THE YEAR

An "Alumnus/Alumna of the Year" committee may annually receive, screen, and recommend nominees to receive "Alumnus/Alumna of the Year" award based on all, some, or none of the following categories: (1) Distinguished Service to the Orthodox Church; and/or (2) Distinguished Service to the Community; and/or (3) Distinguished Service to the Alma Mater.

The committee may screen the nominees to receive an award for Alumnus/Alumni of the Year for criteria which could include, but not necessarily be limited to:

- (1) "Distinguished Service to the Orthodox Church" - Excellence in fulfillment of full- or part-time ministry in a the Orthodox Church, missions organization, or ministry.
- (2) "Distinguished Service to the Community" - Excellence in serving the community and society; and excellence in meeting unique challenges presented by their environment.
- (3) "Distinguished Service to the Alma Mater" - Excellence in their field of service, contributions to the total life of the Seminary, and spiritual impact on students, the SVS community, and fellow alumni. (While nominations in this category may be based in part on outstanding or faithful financial support of SVS, this is not a prerequisite.)

Furthermore, in each category, quality and longevity of service and ministry may be considered, and those who have served "quietly and faithfully" will be on equal footing with those who are widely recognized for their work. Each nominee's life

and conduct should reflect Christ's character as revealed in Scripture and Holy Tradition.

After the committee has screened the nominees, at the meeting preceding Alumni Reunion, the committee may present to the full Alumni Board its recommendations for an honoree. In the event that there are multiple nominees, the Alumni Board will select from among the nominees, by majority vote, one honoree. In the event there is only one (1) nominee, the Alumni Board must ratify that selection by a majority of the Alumni Board members present.

The award may be conferred annually during the Alumni Reunion activities, and may include honorees and their spouses.

ELECTION OF OFFICERS

In order to promote continuity of leadership, when the Alumni Board is electing a new Chairman, each sitting officer of the Alumni Board shall automatically be considered a candidate for Chairman, unless such officer shall decline to stand for election to the Chairmanship. Any member of the Alumni Board not serving as an officer will also be considered if nominated from the floor.