

CONSTITUTION OF THE MILLAY CLUB

Southeast Catholic-Bishop Neumann-Saint John Neumann-Saint Maria Goretti and Saints John Neumann and Maria Goretti High School Alumni Association
Incorporated April 1978, amended November 1992, revised December 2017

ARTICLE I NAME and PURPOSE

Section 1: This association shall be known as **The Millay Club**, and formally designated by its corporate title: The Millay Club, Southeast Catholic-Bishop Neumann-Saint **John** Neumann – Saint Maria Goretti and Saints John Neumann and Maria Goretti High School Alumni Association, and shall have its **principal** office at Saints John Neumann and Maria Goretti High School (the “School”), **1736** South 10th Street, Philadelphia, Pennsylvania, 19148, or such other place as the Board of Directors may, by resolution, direct.

Section 2: The purpose of The Millay Club shall be to promote the welfare and interests of Saints John Neumann and Maria Goretti High School, and to create **great** fraternalism and good fellowship among the clergy, **religious**, faculty, friends, and graduates of Southeast Catholic-Bishop Neumann-Saint John Neumann-Saint Maria Goretti and Saints John Neumann and Maria Goretti High School. The Millay Club shall also receive, administer, and maintain funds exclusively for the benefit of **the** School, its students, graduates and alumni, as well as for charitable, religious, literary, or educational purposes.

ARTICLE II MEMBERSHIP

Section 1: Anyone **who is a graduate** of Southeast Catholic High School shall be recognized as a member of The Millay Club.

Section 2: Anyone **who is a graduate** of Bishop Neumann High School shall be recognized as a member of The Millay Club.

Section 3: Anyone **who is a graduate** of Saint John Neumann High School shall be recognized as a member of The Millay Club.

Section 4: Anyone **who is a graduate** of Saint Maria Goretti High School shall be recognized as a member of The Millay Club.

Section 5: Anyone **who is a graduate** of Saints John Neumann and Maria Goretti High School shall be recognized as a member of The Millay Club.

Section 6: The Board of Directors shall have the power to award an Honorary Membership to any individual whose interest and activity **have** fostered the ideals of The Millay Club.

Section 7: In addition to the foregoing, the Board of Directors has the right to define a basis for an active and inactive membership in The Millay Club and to establish lists of same.

ARTICLE III MEETINGS

Section 1: Regular monthly meetings of the Board of Directors shall be held on the first Monday of every **month**; **however**, the President may, at his or her discretion, call a summer recess. In the event of a holiday, the meetings shall be held on the second Monday of the month.

Section 2: An annual meeting of the membership of The Millay Club shall be held **on or about** the third Sunday of

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November at a place designated by the Board of Directors. The purpose of the meeting shall be **to elect by ballot board members and, where applicable, board officers for fixed terms beginning the following January**, and to transact such other business as may properly be brought before the membership. In the event the annual meeting cannot be held as aforesaid, it shall be held as soon as possible thereafter as designated by the Board of Directors.

Section 3: All regular **meetings** of the Board of Directors, unless specified to the contrary, shall be held at the **principal** office of The Millay Club.

Section 4: Special meetings of the Board of Directors may be called by the President, provided notice of said special meeting is given within a reasonable amount of time.

Section 5: Any and all meetings of the Board of Directors shall be open to all members of The Millay Club and such other persons as the Board of Directors may deem appropriate. Meeting dates will be published on The Millay Club's website at www.themillayclub.org.

Section 6: The quorum for all meetings of the Board of Directors shall be fifty percent (50%) of the Board membership. A quorum for all other meetings shall be established by the **chairperson** of the meeting.

Section 7: No absentee voting, either by mail or by proxy, shall be permitted at any **meeting; however, e-votes** will be acceptable for matters requiring immediate attention.

Section 8: All meetings shall be conducted and governed by *Robert's Rules of Order Revised*, except when stated otherwise in this Constitution as modified by the Board of Directors.

ARTICLE IV PRESIDENT

Section 1: The President, **who must be a board member**, shall be elected to office by the members of The Millay Club for a term of two (2) years, provided that he or she shall not, at any time, serve for more than three (3) consecutive terms as President.

Section 2: The President shall be the chief executive officer of The Millay Club, serve as **chairperson** at all meetings of the Board of Directors and at the annual meeting of the membership, and see that all orders and resolutions of the Board of Directors are carried into effect.

Section 3: The President shall countersign all checks issued by **the Treasurer; however**, with the approval of the Board of Directors, the President may designate the Vice-President to **sign on** his/her behalf.

Section 4: The President shall **be authorized** to appoint and dissolve all committees **and to appoint and remove their chairpersons**. The President shall be an ex-officio member of all committees.

Section 5: The President shall be the official representative of The Millay Club at all functions of the alumni either upon invitation or obligation.

Section 6: The President shall have the power to appoint, subject to the approval of the Board of Directors, a member to fill the vacancy of an Officer or a Board member for the unexpired term of the vacated office.

Section 7: The President shall have the power to hire or terminate staff.

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**ARTICLE V
VICE - PRESIDENT**

Section 1: The Vice-President, **who must be a board member**, shall be elected to office by the members of The Millay Club for a term of two (2) years, provided that he or she shall not, at any time, serve for more than three (3) consecutive terms as Vice-President.

Section 2: **The** Vice-President shall assist the President in the administration of his/her office, and preside and perform all duties of the President in the President's absence. In case of a vacancy in the office of President for any reason, the Vice-President shall succeed to that office and serve out the term for which the President was elected.

**ARTICLE VI
SECRETARY**

Section 1: **The** Secretary, **who must be a board member**, shall be elected to office by the members of The Millay Club for a term of two (2) years provided that he or she shall not, at any time, serve for more than three (3) consecutive terms as Secretary.

Section 2: The Secretary shall be responsible for maintaining a file of all active and inactive members, minutes of all meetings of the Board of Directors, minutes of all general meetings, a file containing the reports of all committees, and an attendance record of the Officers and Board members present at each meeting. **All files will be kept at the Alumni Office.**

Section 3: The Secretary shall read and attend to all correspondence, and answer the same in accordance with the direction of the Board of Directors or the President as the case may be.

Section 4: The Secretary shall notify the **members** of the Board of Directors in writing of all regular meetings within a reasonable time.

Section 5: The Secretary shall maintain confidential records, documents, and mailing lists of The Millay Club, and shall not disclose the same to any person. The Board of Directors may, in writing, direct the Secretary to disclose said records and documents to a third party but only for official **business of The Millay Club**.

**ARTICLE VII
TREASURER**

Section 1: The Treasurer, **who must be a board member**, shall be elected to office by the members of The Millay Club for a term of two (2) years. Upon a vote by Board members, **the** Treasurer may succeed himself or herself for an unlimited term.

Section 2: The Treasurer shall collect and maintain in his or her custody all funds, investments and securities of The Millay Club, and transfer or disburse the same as directed by the Board of Directors. In an emergency, the Treasurer may disburse funds of two-hundred dollars (\$200.00) or less at the direction of the President. In all cases, the Treasurer shall fulfill the following requirements:

- a. The banks or savings and loan associations in which The Millay Club funds are deposited shall be reputable, **federally insured**, and selected by the Board of Directors.
- b. All bank, **or** savings and loan accounts, safety deposit boxes, securities, and investments shall be established under the corporate title except as applies to specific project or **fund** accounts.
- c. **Bank, savings and loan or brokerage** accounts for specific projects or funds may be established; **however**, said accounts must be approved by the Board of Directors, opened in the name of **The Millay Club**, and may be subtitled with the name of the specific project or fund. Collections and disbursement of

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said funds shall be governed as all other funds.

d. All bank or savings and loan accounts, safety deposit boxes, securities and investments shall be subject to joint control of the President and Treasurer so that no withdrawals, transfers or exchanges may be **made therefrom** without the joint signatures of the President and Treasurer. **At least one of these signatures must be a manual signature while the second one may be a rubber stamp.**

1) The President, when given approval by seventy-five percent (75%) affirmative votes of the Board members, may appoint **designated** counter signers to specific **fund** accounts. Said counter signers will sign in place of the President unless this privilege is revoked by the same vote required to approve the appointment.

2) In all cases the signature of the Treasurer shall be necessary on **all checks and accounts. A rubber stamp of the Treasurer's signature is acceptable.**

Section 3: The Treasurer shall maintain financial books and records in accordance with generally accepted practice and sound accounting principles under the direction of the Board of Directors, and shall present for audit all books, records, files, etc., pertaining thereto when directed by The Millay Club, the President, or the Board of Directors.

Section 4: The Treasurer shall present **quarterly** statements to the Board of Directors at its regular monthly meeting and shall present an annual report at the annual meeting of the membership.

Section 5: The Treasurer **may** be bonded through a reputable bonding company for an amount designated by the Board. The premium shall be paid by The Millay Club.

ARTICLE VIII SPIRITUAL DIRECTOR

Section 1: A Spiritual Director **for** The Millay Club **may** be appointed by the **Administration of Saints John Neumann and Maria Goretti High School**, subject to the approval of the Board of Directors, for a term of two (2) years.

Section 2: The Spiritual Director **shall serve as** an honorary member of all committees and shall provide spiritual guidance to The Millay Club and its members during his/her term of office.

Section 3: The Spiritual Director **may** preside at all liturgical functions of The Millay Club.

ARTICLE IX BOARD of DIRECTORS

Section 1: The Board of Directors shall consist of sixteen (16) members elected to a three (3) year term. Those serving in the office of President, Vice-President, Secretary, and Treasurer, shall also be members, of the Board of Directors. The total number of Board members shall not exceed twenty (20).

Section 2: The President of The Millay Club shall serve as **Chairperson** of the Board of Directors.

Section 3: **Members** of The Millay Club shall be elected to the Board of Directors each year for a three (3) year term. Board members may succeed themselves.

Section 4: The Board of Directors may appoint emeritus member(s) of the Board upon approval by at least seventy-five percent (75%) affirmative votes of the Board members. The emeritus members may attend and participate in any or all of the meetings as described in Article III, but shall have no voting rights.

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Section 5: The Board of Directors shall manage the business of The Millay Club and may exercise all powers of a non-profit corporation under the Non-Profit Corporation Law of the Commonwealth of Pennsylvania. These powers and duties shall be consistent with the purpose of The Millay Club and the beliefs of the Roman Catholic Church.

Section 6: Nominations to the Board of Directors shall be made by the Board members at the regular monthly meetings of **September**, October and November. Write-in nominations shall be accepted at the annual meeting of the membership. All nominees shall be voted on at this meeting **by members of The Millay Club**.

Section 7: The Board of Directors shall meet on the first Monday of the month as prescribed under Article III, Section 1. **Usually**, there are no meetings during the months of July and August.

Section 8: Absence of any Board member from three (3) consecutive meetings without sufficient cause shall constitute grounds for removal from the office of Director by resolution of the Board of Directors. No Board member shall be removed for such absence until given a hearing by the Board of Directors and at least seventy-five percent (75%) affirmative votes of the Board members must be cast favoring such removal.

Section 9: The Board of Directors shall, in the event of a vacancy in both the office of President and Vice-President, select a Board member to serve out the term for which the President was elected.

Section 10: For matters requiring immediate resolution, in the absence of a special meeting, **the** President may request an **e-vote** be taken **except when voting for the removal of a member from the Board**.

ARTICLE X ACTIONS GOVERNING MILLAY CLUB FUNCTIONS

Section 1: The general membership, officers and members of the Board of Directors shall be bound to support the Constitution of The Millay Club and to perform the duties of their respective office with fidelity.

Section 2: Any officer or member of the Board of Directors may be recommended for **removal** by a petition in writing signed by at least six (6) member of the Board of Directors. No officer or Board member shall be **removed** until that Board member has been given a hearing by the Board of Directors to answer the allegations brought against him/her. At the conclusion of the meeting(s) concerning the hearing, a vote to **remove** must be taken, and shall be considered valid only when at least seventy-five percent (75%) affirmative votes of the board members are cast in favor of **removal**.

Section 3: In the event any officer or Board member is removed, he/she shall be **automatically** disqualified from being nominated or appointed to any position in The Millay Club. An exception to this rule may occur when at least seventy-five percent (75%) affirmative votes of the Board members are cast to reinstate his/her right to be nominated and elected at an annual meeting of the membership.

Section 4: No member of The Millay Club shall be disenfranchised or deprived of any of his/her rights or privileges except for violation of any terms of this Constitution.

Section 5: The Members of The Millay Club have the right, in a peaceable manner, to assemble together for their common good and to apply to those invested with the powers of governing the Board for redress of grievances or other proper purpose by oral or written request.

Section 6: Any action by a Board member, officer, or committee member taken on behalf of The Millay Club, without the initial approval of the Board of Directors, may be rescinded by the Board at any regular or special meeting by a simple majority vote.

Section 7: Any action by the Board of Directors shall be subject to review, modification, or reversal at the annual

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meeting of the membership, provided that such resolution or action has not been carried out to the point where it cannot be so modified or reversed and provided further that any resolution for modification or reversal shall not be effective unless supported by a majority vote of those **members** in attendance **at the annual meeting**.

Section 8: The terms of the four (4) officers of The Millay Club shall run concurrently. The terms of the Board members shall be staggered according to Article IX, Section 3. Each term shall begin or end at 12:01 A.M. on January 1 of its respective year.

ARTICLE XI ORDER of BUSINESS

The order of business shall be as follows for all official meetings of The Millay Club:

- A. Call to Order and Opening Prayers
- B. Attendance
 - 1. All Board Members shall sign in on the appropriate sheet
 - 2. Acknowledgement of those excused
 - 3. Acknowledgement of those absent
- C. Call for Acceptance of Minutes
- D. Treasurer's Report
- E. Board President's Report
- F. Old Business
 - 1. Committee Reports
 - 2. Unfinished Business
- G. New Business
- H. Announcements
- I. Adjournment and Closing Prayers

ARTICLE XII AMENDMENTS

Amendments to the Constitution of The Millay Club may only be proposed at a regular meeting of the Board of Directors. The proposed amendment must be open for debate at three (3) consecutive regular meetings of the Board with a vote taken at the third meeting. At least seventy-five percent (75%) of the Board members must vote in favor of the proposed amendment in order for it to be brought before the general membership for ratification. Upon approval by the Board, the following requirements must be met:

- a. The proposed amendment must be ratified by a majority of the members present at the annual meeting of the membership.
- b. In order for the proposed amendment to be voted on at an annual meeting, it must be approved by the Board no later than the September meeting of the same year.
- c. Written notice of the proposed amendment must be given to the membership either by direct mail or by electronic notifications.

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