BELEN ALUMNI ASSOCIATION OF JESUIT SCHOOLS FROM CUBA AND MIAMI

BYLAWS

ARTICLE I – NAME

The name of this organization shall be the BELEN ALUMNI ASSOCIATION OF JESUIT SCHOOLS FROM CUBA AND MIAMI (hereinafter “the Association”).

ARTICLE II – PURPOSE

Mission Statement. The Association shall act to promote unity and maintain a spirit of fellowship among the Alumni of Jesuit Schools from Cuba and Miami, and serve as an ambassador to the community in an effort to advance the interests of Belen Jesuit Preparatory School. The Association shall also foster and facilitate the involvement of its members in the various missions of the Society of Jesus, including spiritual, educational, and volunteer and community service activities, in furtherance of the credo “Men for Others.” Finally, the Association shall encourage fellow Alumni support of annual giving and other development programs of Belen Jesuit Preparatory School.

ARTICLE III

Section 1. Principal Office. The Principal Address of the Association shall be Belen Jesuit Preparatory School, 500 Southwest 127 Avenue, Miami, Florida 33184.

Section 2. Fiscal Year. The fiscal year of the Association shall be the same as Belen Jesuit Preparatory School.

Section 3. Meetings of the Association. The Board of Directors of the Association shall meet at least once every three months, at such place and time as determined by the President. The class Delegates to the Association, as described in Article V, shall meet at least once per year at a Delegate Meeting.

ARTICLE IV – MEMBERSHIP

Section 1. Classes of Members. There shall be two (2) classes of Members of the Association: General Members and Honorary Members.

Section 2.
General Members.

General Members shall be those individuals who completed at least one year of education at one or more of the following schools: Belen Jesuit Preparatory School in Miami, Florida; Colegio de Belén in Havana; Dolores in Santiago de Cuba; El Sagrado Corazon in Sagua; Montserrat in Cienfuegos; and La Electromecanica in Havana. Members in good standing are responsible for maintaining and annually updating their contact information/profile with the Alumni Office of the Association.

Section 3.
Honorary Members.

Honorary Members are those individuals that have rendered exceptional service, are designated as such by a majority vote of the Board of Directors of the Association, and accept this designation. Individuals bestowed with Honorary Membership are not subject to the membership criteria prescribed for General Members.

Section 4.
Suspension and Sanction.

The Board of Directors shall have the right to suspend and sanction, up to and including expulsion, a Member of the Association for conduct inconsistent with the stated goals of the Association. A majority vote by the Board of Directors shall be required to suspend or otherwise sanction a Member. A two-thirds vote of the Board of Directors shall be required to expel a Member. A Member suspended by the Board of Directors shall be automatically reinstated at the expiration of the period of suspension. A Member expelled by the Board of Directors may petition for readmission after the lapse of one (1) year following the effective date of the expulsion and, upon a majority vote of the Board of Directors, become eligible for membership. Notwithstanding anything herein to the contrary, the Board of Directors of the Association shall give all Members reasonable notice (no less than five (5) business days) and the opportunity to be heard prior to suspending, expelling or otherwise sanctioning a Member.

ARTICLE V – CLASS DELEGATES

Section 1.
Eligibility.

Every class Delegate must be a Member of the Association in good standing.

Section 2.
Duties.

Delegates shall be selected by and for each graduating class year of the Belen Schools from Miami and Havana. In order to discharge the duties of Delegates, each class may have as many as one (1) delegate per twenty (20) class members (1:20 ratio), but each class shall have only two (2) votes per class for voting on matters that require a vote of the Delegates. At any meeting where a vote is required of the Delegates, each class shall designate up to two (2) voting Delegates, and only those designated Delegates will be permitted to vote. Delegates shall be elected by the class or selected by the President, as set forth in these By-Laws. The schools of Dolores, El Sagrado Corazon, and La Electromecanica shall each select two Delegates to
represent the school. Montserrat shall select one Delegate to represent the school. Each Delegate shall communicate with his fellow class members concerning events involving the Association and motivate their participation in alumni-related events. Each Delegate shall also work to maintain current contact information on his fellow class members and advise the Association of any changes. Finally Delegates must attend the annual Delegate Meeting.

Section 3.  
Selection and Term of Office.

a. Delegates shall initially be selected based on previous participation in alumni-related activities and demonstrated involvement and commitment to the mission of the Association. Each initially selected Delegate shall serve until the following fifth anniversary of that individual’s class year (i.e., the 5th, 10th, 15th, 20th, 25th, 30th reunion), at which time an election shall be conducted for the Delegate positions for the anniversary class. Delegates elected in the reunion year shall serve for five years, until the reunion year.

b. Candidates for Delegate positions shall be nominated in writing through written nominations signed by three members of the electing graduating class. The nominations shall be submitted to the Governance Committee. The elections for Delegate positions shall be conducted in accordance with procedures established by the Governance Committee.

Section 4  
Annual Delegate Meeting.

The class Delegates shall meet at least once per year at a Delegate Meeting. The Meeting shall be conducted at such place and time as chosen at the discretion of the Board of Directors and shall be chaired by the President. Annual Elections shall be conducted at the Delegate Meeting. The Executive Director shall provide at least one month advance notice of the date and location of the meeting to the Delegates.

Section 5  
Removal and Vacancies.

The Board of Directors shall have the right, upon a majority vote, to remove a Delegate from his position. The President, after consulting with and obtaining the recommendations of the Members of the Delegate’s graduating class, shall fill any vacancies in Delegate positions, including those occasioned by removal.

ARTICLE VI – ALUMNI BOARD OF DIRECTORS

Section 1.  
Purpose. The Board of Directors (also referred to as the “Board”) shall lead the Association and manage the affairs of the Association in such a manner as to effectuate its stated goals and objectives as expressed in the Mission Statement. The Board shall also act as a liaison between the Association and the Belen Jesuit Preparatory School Board of Trustees.
Section 2.
Membership. The membership of the Board of Directors shall be comprised as follows:
   a. Board of Directors Members.
   b. Ex Officio Members.

Section 3.
Number, Selection and Term of Office.
   a. Board of Directors Members. The Board of Directors shall consist of 15 members. One Member of the Board shall serve as President and shall be elected as prescribed in Section 5 of this Article for a term of two years. The terms of the remaining 14 Board Members shall be staggered two-year terms, as prescribed in Section 5 of this Article, with half of the 14 Board Members elected on even years and the other half on odd years.
   b. Ex Officio Members. The Ex Officio Members of the Board shall serve the Board in an advisory capacity. Ex Officio Members shall not be entitled to vote. Ex Officio Members shall consist of the following:
      1. The Executive Director of the Association, who shall serve the Board for the duration of his/her tenure.
      2. The immediate past President of the Board.
      3. The Jesuit Priest appointed by the Provincial of the Antilles Province to act as the Jesuit Counselor to the Association. The Jesuit Counselor’s role is to maintain the relationship between the Association and the Society of Jesus.
      4. The President of Belen Jesuit Preparatory School.
      5. The Principal of Belen Jesuit Preparatory School.
      6. The Director of the Belen Development Office.

Section 4.
Officers.
   a. The Officers of the Board shall consist of a President, Vice President, Secretary and Treasurer. Each Officer (with the exception of the President) shall serve for one year and shall be elected in accordance with Section 5 of this Article. There are no limits on the number of terms an individual may serve as an Officer.
   b. President.
      1. Eligibility. With the exception of the Association’s initial President, in order to be eligible for election as President, a Member must have served on the Board for two years.
      2. Duties.
         i. Supervise and direct the business and affairs of the Association, and execute instruments on behalf of the Association.
         ii. Call and preside over all meetings of the Board.
         iii. Represent the Association and the Board at Board of Advisors Meetings, Commencement, and other events as may be required.
iv. Serve as an Ex-Officio member of all duly organized Committees of the Board.
v. Set the Regular Meeting schedule and set the agenda at all regular meetings.

3. **Term.** The President shall serve a term of two consecutive years. The President’s term shall commence following the Belen Jesuit Preparatory School graduation occurring in May or June following the President’s election and shall conclude following the Belen Jesuit Preparatory School graduation occurring two years thereafter.

c. **Vice President.**
   1. **Duties.**
      i. Preside and perform the duties of the President in the absence or disability of the President, or at the direction of the President.
      ii. Represent the Association and the Board at Commencement and Alumni Events in the absence of the President.

d. **Secretary.**
   1. **Duties.**
      i. Serve notice of Regular and Special meetings at the direction of the President.
      ii. Supervise the distribution of information to the Members of the Board and Association.
      iii. Monitor attendance at meetings of the Board.
      iv. Assist the President and the Executive Director of the Association in preparing correspondence.
      v. Record the minutes of all Board meetings.

e. **Treasurer.**
   1. **Duties.**
      i. Oversee the development of the Finance Committee and serve as Chair of this committee for the duration of his/her term.
      ii. Deliver a written report at every regular meeting of the Board.
      iii. Serve as Ex-Officio member of all committees that are of a financial nature.

f. **Executive Director.**
   1. **Selection.**
An Executive Director shall be hired by the Board of Directors and shall serve in an advisory capacity to the Board as an Ex Officio Member. The Executive Director shall serve at the pleasure of the Board of Directors. In addition to reporting to the Board, the Executive Director will have an administrative consultative responsibility to President of the School.

2. Duties.
The Board of Directors shall prescribe the specific duties of the Executive Director and is empowered to modify those duties from time to time as it sees fit.

Section 5. Elections.

a. Election of President and Board of Directors. The Members of the Board of Directors and the President of the Association shall be Delegates in good standing at the time of their election as Directors and President (with no requirement to remain as Delegates throughout their terms as Directors and President) and shall be elected by the Delegates at an annual Delegate Meeting. Candidates for these positions shall be nominated by Delegates in writing to the Executive Director by such time as and in such manner as prescribed by the Governance Committee in the notice of meeting provided at least one month in advance of the annual Delegate Meeting. For the office of President, a written nomination signed by at least twenty (20) Delegates is required for candidacy. For Members of the Board of Directors, written nominations signed by at least five (5) Delegates are required for candidacy. The Executive Director shall cause to be prepared a ballot with all nominated candidates and shall forward same to all Delegates at least one week in advance of the annual Delegate Meeting. Each Delegate shall have one vote to cast for a candidate for the office of President, and seven (7) votes to cast for candidates for the Board of Directors. A Delegate may only cast one vote for any given candidate for the Board.

i. The Candidate for President who receives a majority of votes (fifty percent plus one vote) shall be declared the winner. In the event that no candidate receives a majority of the vote, a run-off of the top two vote-receiving candidates shall be conducted. The candidate of the run-off election who receives a majority of the votes shall be declared the winner.

ii. The seven (7) candidates for the Board who receive the most votes shall be declared the winners. If there is a tie for the seventh Director position, the seven Board members who are not up for election shall select the seventh director from the two candidates that tied for the seat.

b. First Election. Notwithstanding the above provisions, the first election requires the election of fourteen Board members (in addition to the
election of a President). Therefore, at the first election only, each Delegate shall have fourteen (14) votes to cast for candidates for the Board of Directors. The fourteen (14) candidates for the Board who receive the most votes shall be declared the winners. The seven (7) candidates who receive the most votes will serve on the Board for a two-year term; the term of office of the other seven (7) elected Members of the Board shall be one (1) year. In the event of a tie as to the seventh position and/or fourteenth position, the newly elected President shall choose among the candidates tied for the seventh and/or fourteenth positions.

c. Election of Officers. The Board of Directors shall elect by majority vote from among their membership the Vice-President, Secretary and Treasurer for a term of one year at the first Regular Meeting of the Board convened subsequent to the annual Delegate Meeting.

d. Vacancies. The Board shall have the power to fill all Officer vacancies occurring during a term of the Board by majority vote. Vacancies shall be filled by an election held at a Regular Meeting or Special Meeting of the Board. Any Officer elected to fill a vacancy shall serve for the remainder of the term of the replaced Officer.

Section 6.
Meetings of the Board.

a. Regular Meetings. The Board shall meet at least once every three months. The meetings shall be held at such place and date to be chosen at the discretion of the President. The President shall provide to the Secretary, who shall in turn provide to all Board Members via electronic mail and/or telefax, a schedule of all Regular Meetings. Notice of these regular meetings shall be delivered at least two (2) weeks preceding the first Regular Meeting held after the annual Delegate Meeting.

b. Special Meetings. Special Meetings may be called at the discretion of the President or upon filing with the Secretary a written request of at least five Board Members. Notice of Special Meetings shall be delivered by the Secretary by electronic mail and/or telefax not less than three (3) days in advance to each Member of the Board of Directors. Attendance by a Board Member at a Special Meeting shall constitute a waiver of notice of such Special Meeting, except where a Board Member attends the meeting for the express purpose of objecting to the transaction of any business because such Special Meeting is not lawfully convened.

c. Voting. Each Member of the Board shall have one (1) vote on all matters presented to the Board for a vote. The affirmative vote of a majority of Members of the Board present at a meeting where a quorum is present shall be the act of the Board.

d. Quorum. In order for any official business to be conducted at any meeting of the Board, there shall be present one-half (1/2) of the Board Members
plus one. Written proxy votes shall not be accepted unless approved otherwise in advance by vote of the Board of Directors.

e. **Notice.** Each Board Member is responsible for providing current contact information (telephone number, telefax number, and electronic mail address) to the Secretary. Notice of meetings shall be considered delivered to a Board Member when written attempts (whether successful or not) have been made to communicate with a Board Member at the contact information he has provided to the Secretary.

f. **Written Consent.** Any action of the Board which is required or permitted to be taken at a Regular or Special Meeting may be taken without a meeting if consent in writing (including by electronic mail) is obtained from a majority of the entire Board. The Secretary shall file the action in the minutes of the proceedings of the Board.

g. **Remote Participation.** The Board may permit any or all Board Members to participate in a Regular or Special Meeting by, or to conduct the meeting through the use of, any means of communication by which all Board Members participating may simultaneously hear each other during the meeting. A Board Member participating in a meeting by this means is deemed to be present in person at the meeting.

Section 7.

**Standing Committees.**

It is the intention of this section to establish certain Standing Committees that are necessary to the proper order and function of the Association and Board. The following are the Standing Committees:

a. Governance  
b. Development  
c. Events and Public Relations  
d. Service

These Committees shall have and exercise such authority as the Board may designate. Any Member may serve as a member of a Committee. Committee Members shall be nominated by the Committee Chairman and approved by a vote of the Board of Directors. Committee Members shall serve for the period of one year, renewable upon review with the Board of Directors. The President of the Board shall select and appoint a Committee Chairperson from the Board of Directors. Members, who shall also serve for the period of one year, renewable for a second year upon review with the President of the Board.

A Committee Chair is responsible for organizing the Committee by holding meetings, keeping attendance records and minutes of such meetings, carrying out the purpose of such committee, and report to the Board on such Committee at regular meetings of the Board.

Committee Chairs and Committee Members may be removed by a majority vote of the Board.

Section 8.
Ad Hoc Committees. The Board, by resolution passed by a majority, shall have the power to create and designate such ad hoc committees as it deems necessary for the efficient administration of the Association.

Section 9.
Vacancies. Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the Board Members then in office at a Regular or Special Meeting. A Board Member elected to fill a vacancy shall be elected until the next annual Delegate Meeting. If there are no Board Members in office, then the President may call a Special Meeting of Delegates for the purpose of electing a new Board of Directors.

Section 10.
Removal. At a Special Meeting of the Board of Directors, duly called expressly for that purpose as provided in these By-laws, any Board Member including the President or Members, by the affirmative vote of two-thirds (2/3) of the entire Board of Directors, may, with cause, be removed from office, and the remaining Board Members shall fill any vacancy or vacancies created by such a removal by majority vote.

Section 11.
Resignation. Any Director may resign at any time by giving written notice to the President. Any such resignation shall take effect upon receipt of such notice or at any later time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 12.
Board of Trustees Review of Board Decisions and Actions.
All decisions of and actions taken by the Board are subject to the review and approval of the Belen Jesuit Preparatory School Board of Trustees, at its discretion. The Belen Jesuit Preparatory School Board of Trustees may also, at its discretion, remove any Member from his position on the Board.

ARTICLE VII – REGIONAL CHAPTER AFFILIATIONS

Section 1.
Purpose and Structure. The purpose of regional chapters of the Alumni Association is to fulfill the Mission Statement of the Association in specific regional locations with significant numbers of alumni and where deemed appropriate by the Board of Directors.

Section 2.
Officers. Each Chapter shall have a President, appointed by the Board of Directors of the Association. The President of each alumni chapter shall serve for a period of one year, renewable upon review with the Board. The Chapter President shall act as the main liaison between the Association and alumni in said region and shall assist in the promotion and facilitation of regional alumni events. Additionally, the President of the Chapter shall represent
the activities of the region at the annual Delegate Meeting either in person or in writing and supply an Annual Activity Report prior to the annual Delegate Meeting.

Section 3. Creation. The Board of Directors shall determine the creation and location of new or elimination of existing chapters, or both, that are in the best interests of the Association.

ARTICLE VIII – PROFESSIONAL AND TRADE SECTIONS

Section 1. Purpose and Structure.
The purpose of professional and trade sections of the Alumni Association is to fulfill the Mission Statement of the Association in a specific trade or profession with significant numbers of alumni and where deemed appropriate by the Board of Directors.

All sections are governed by the provisions of the Bylaws of the Alumni Association and the Rules and Regulations of each respective section. It is the duty of each section, as an integral part of the Alumni Association, to work in cooperation with the Board of Directors and under its supervision toward accomplishment of the aims and purposes of the Alumni Association and of that section.

Section 2. Creation of Sections.
The Board of Directors shall determine the creation of new sections, the elimination of existing sections, or both, as the Board deems within the best interests of the Association.

Those seeking to establish a section shall prepare and submit a proposed Mission Statement and Rules and Regulations of the proposed section for approval by the Board of Directors. They shall also inform the Board of Directors of the justifications for establishing the section and the proposed function and program of the section. Additionally, they shall provide the Board of Directors with a proposed list of initial members.

Section 3. Chairman and Executive Committee.
Each section shall have a chairman appointed by the Board of Directors of the Association. Additionally, each section shall have the option of having an Executive Committee to be selected and to serve pursuant to the Rules and Regulations of the section. The chairman of each section shall serve for period of one year, annually renewable upon review of the Board of Directors. The section chairman shall act as the main liaison between the Association and the alumni in said section, and shall assist in the promotion and facilitation of the section’s events. Additionally, the chairman shall represent the activities of the section at the annual Delegate Meeting either in person or in writing and supply an Annual Activity Report prior to the annual Delegate Election Meeting. The Executive Committee shall assist the chairman in the promotion and the facilitation of the section’s mission, activities and purpose. Additionally, the Executive Committee shall assist the chairman in fulfilling the Rules and Regulations of the section.
Section 4.
Section Membership.

Each section shall determine the eligibility requirements for membership in the section in accordance with its Rules and Regulations provided that, to be eligible for section membership, an individual must be a member in good standing of the Association.

ARTICLE IX – GENERAL PROVISIONS

Section 1.
Amendment. These By-Laws may be amended at any annual Delegate Meeting by a two-thirds (2/3) vote of those members present. Proposed Amendments must be signed by at least five (5) Delegates and submitted in writing to the Executive Director at least thirty (30) days in advance of the Delegate Meeting. The Executive Director shall forward the proposed Amendments to the Delegates, with the elections ballot, at least one (1) week in advance of the Delegate Meeting.

Section 2.
Meeting Rules. Except as otherwise provided in the By-Laws, Robert’s Rules of Order, Revised shall govern all meetings of the Association, Delegate, the Board of Directors, and Standing Committees.