

WILLIAM AND MARY CYPHER SOCIETY BY-LAWS

ARTICLE I – ORGANIZATION

The William and Mary Cypher Society is an unincorporated association established by the Board of Visitors of The College of William and Mary in Virginia. The records of the officers and the Society records are to be maintained at the College of William and Mary in the City of Williamsburg, Virginia.

ARTICLE II – MEMBERSHIP

All members of the Board shall automatically be enrolled as a member of the William and Mary Cypher Society immediately upon completion of their term of office or their service on the Board of Visitors if a full term is not completed. Widows or widowers of deceased Board of Visitors members shall become members of the Cypher Society upon the death of the Visitor.

ARTICLE III – MEETINGS

1. Annual Meeting

The annual meeting of the William and Mary Cypher Society shall be held during the Friday of Charter Day weekend at The College of William and Mary in Virginia each year. At the annual meeting there shall be the election of officers and Executive Committee members, and the transaction of such other business as may come before the meeting.

2. Special Meetings

Special meetings of the William and Mary Cypher Society, for any purpose or purposes, may be called by the President or by a written request of at least three (3) Executive Committee members to the President of the Cypher Society.

3. Place of Meeting

All meetings of the William and Mary Cypher Society shall be held on campus unless there is a special designation of a different meeting place sent to all members.

4. Notice of Meeting

Written or printed notice stating the place, day and hour of the meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten (10) days nor more than thirty (30) days before the date of the meeting either personally or by mail or Email, by or at the direction of the President or the Secretary to the Board, or the officer or persons calling the meeting, to each member of record entitled to vote at such meeting.

5. Voting

Each member is entitled to vote on any resolution coming before the William and Mary Cypher Society at the annual meeting or special meeting. A member may vote by proxy executed in writing or by Email by the member. Such proxy shall be filed with the Secretary of the Cypher Society before or at the time of the meeting.

ARTICLE IV – OFFICERS

1. The officers of the Cypher Society shall be a President, a Vice President, and a Secretary.

2. President

The President shall be the principal officer of the Cypher Society and shall lead the affairs of the Cypher Society. The immediate past Rector of the College who is no longer a member of the Board of Visitors shall become president of the Cypher Society and remain as president until his or her successor as Rector completes his or her term on the Board of Visitors. Should the immediate past Rector be unable to serve as President of the Cypher Society, then the immediate past Vice Rector shall serve. Should the immediate past Rector or Vice Rector be unable to serve, then the immediate past Secretary shall serve.

3. Vice President

In the absence of the President or the inability to act, the Vice President shall temporarily perform the duties of the President. The Vice President shall perform such other duties as from time to time may be assigned by the President or by the membership

4. Secretary

The secretary shall keep minutes of the annual and special meetings of the Cypher Society, see that all notices are duly given in accordance with the provisions of these by-laws or as required, and be custodian of the membership roll and Cypher Society records. The secretary shall perform such other duties as from time to time may be assigned by the president or by the membership

5. Election and Term of Office

The Vice-President and the Secretary of the Cypher Society shall be elected by the members present at the annual meeting. The Executive Committee will recommend a member of the Cypher Society for each office and the Executive Committee; however, nominations by members for either office or the Executive Committee can also be made at least two weeks prior to the annual meeting upon notification to the Secretary of the Cypher Society or from the floor at the annual meeting. The terms of office shall begin at the annual meeting of the Cypher Society in February and shall continue for one year or until a successor has been determined.

6. Vacancies

A vacancy in either the office of Vice President or Secretary or the Executive Committee because of death or resignation may be filled by the Executive Committee for the unexpired portion of the term.

7. Secretary to the Board of Visitors

The Board-appointed Secretary to the Board of Visitors shall serve as a non-voting ex officio member of the Cypher Society and provide assistance to the President and members of the Executive Committee as needed, with the assistance of the Executive Liaison to the Board of Visitors.

ARTICLE V – EXECUTIVE COMMITTEE AND COMMITTEES

1. Executive Committee

The Executive Committee shall consist of up to seven (7) members of the Cypher Society, and include the President, Vice President, Secretary and four (4) other members at large selected from the membership by the President of the Society. The Executive Committee shall meet upon call of the President of the Cypher Society to discuss and transact such business of the Cypher Society as is necessary between the annual meetings

2. Committees

Other committees shall be established by the President, the Executive Committee or by the membership at the annual meeting as deemed necessary.

ARTICLE VI – AMENDMENTS

These by-laws may be altered, amended or repealed and new by-laws may be adopted by 2/3 vote of the membership present at the annual meeting or at such special meeting when the proposed amendment(s) has been sent out in the notice of such meeting.

Adopted: 2/11/89
Revised: 10/12/13
Revised: 2/10/17
Revised: 2/9/18