



## **Wellesley Asian Alumnae Alliance**

### *Constitution & Bylaws*

#### **ARTICLE I - NAME AND PURPOSE**

The **Wellesley Asian Alumnae Alliance (W3A)** was founded on the need for greater support of and networking among alumnae of Asian affinity. Given the increasingly large share that Asian students comprise of Wellesley's student population and the strong cultural affinities that are created on campus through various organizations, the need for an extensive support structure to continue these networks for alumnae upon leaving Wellesley is essential. The primary purpose of W3A is to facilitate networking, mentoring, leadership, and career development opportunities for the Asian Alumnae community while preserving communication channels between Asian Alumnae and current and prospective students.

#### **ARTICLE II - MEMBERSHIP AND COMPOSITION**

**Section 1. General Members.** Any alumna of Wellesley College, as defined by the WCAA Bylaws, who is of Asian descent, is considered to be a general member of the Wellesley Asian Alumnae Alliance, unless she notifies the WCAA office otherwise. Any alumna of Wellesley College who is not of Asian descent but principally identifies with the experience of people of Asian descent may become a member of W3A upon request.

**Section 2. Honorary Members.** Any person nominated for honorary membership by the Governing Board of W3A may become an honorary member. Honorary members are non-voting members of W3A.

#### **ARTICLE III - GOVERNING BOARD AND OFFICERS**

**Section 1. Governing Board Composition.** The administration and general management of W3A will be vested in a Governing Board, composed of elected officers. At least two of those members should be young alumnae less than five years post Wellesley graduation.

**Section 2. Qualifications and Tenure of Governing Board Members.** Any person who is an active member of W3A may serve on the Governing Board. The President will serve a three-year term, with the third year serving as a shadow year for the subsequent President elect. The VP for

Programs and VP for Communications will each also serve three-year terms. The remaining Governing Board members shall serve two-year terms, with the possibility for renewal.

**Section 3. Officers.** W3A officers shall be a President, Vice President for Programs, Vice President for Communications, Vice President for Membership & Engagement, Vice President for Alumna & Cultural Insights, Vice President of Administration and Vice President of Finance.

#### **Section 4. Duties of Officers**

**a) President.** The President will provide the executive leadership to the organization. The President shall call and preside over meetings of the governing board and the membership. She shall keep herself informed of College and W3A activities and policies and ensure the information is disseminated appropriately to W3A. She acts as a liaison between W3A and the WCAA and submits an annual report of the organization's activities to the WCAA office as required. In consultation with the Governing Board, she shall appoint the chairs of all committees. She shall serve ex officio on all committees, except the nominating committee.

**b) Vice President for Programs.** The Vice President for Programs oversees the program activities of the organization in furtherance of its mission and purpose. She works closely with international, regional and local representatives to plan and implement W3A programs. She maintains a calendar of activities and provides this information to the Vice President of Communications for inclusion in appropriate communications vehicles. The Vice President for Programs fulfills the duties of the President in her absence.

**c) Vice President for Communications.** The Vice President for Communications oversees the organization's communication vehicles, including websites; newsletters, emails and/or blogs. She prepares and submits W3A notes for the Wellesley magazine. She works with the other Governing Board members to collect and appropriately disseminate information about W3A, the College, WCAA, and campus activities.

**d) Vice President for Membership & Engagement.** The Vice President for Membership & Engagement is responsible for promoting and enhancing the participation of members in W3A through creative and effective member recruitment, tracking, and engagement initiatives. In addition, she will be responsible for board development. Activities will include but not be limited to the cultivation of graduating seniors, outreach to lost members, maintenance of a comprehensive networking directory of active members, and development of tangible membership benefits. She will work closely with the Vice President of Programs to ensure all programming measurably increases alumna engagement.

**e) Vice President for Alumna and Cultural Insights.** The Vice President for Alumna Insights is responsible for writing, fielding, and analyzing Alumna surveys as well as tracking Alumna statistics on demographics, career, social and political news and stories. The position is "information focused", providing the W3A board and organization with relevant insights and news to guide the W3A's decision-making and program-choices.

**f) Vice President of Administration.** The Vice President of Administration shall preserve all minutes, notices and copies of communications, publications and documents of importance to W3A. She shall oversee the Governing Board election process as well as serve as the point person for scheduling meeting locations and compiling the agenda.

**g) Vice President of Finance.** The Vice President of Finance shall oversee all W3A financial matters, including any dues, gifts, bank accounts, investments, reimbursements and fundraising efforts. She shall prepare and submit periodic financial statements and an annual financial report to the President, Governing Board and the WCAA Office and shall file appropriate tax forms, as required by the IRS.

**Section 5. Resignation and Removal.** Any W3A Governing Board member may resign with a written resignation delivered to the President and Vice President of Administration of the organization. Such resignation is effective upon receipt unless it is specified to be effective at a later time. Any W3A Governing Board member may be removed, with or without cause, by affirmative vote of all other members of the Governing Board. The Governing Board shall have the authority to fill any vacancies for the remainder of the term.

## **ARTICLE IV - COMMITTEES**

**Section 1. Standing Committees.** There shall be the following standing committees:

**a) Nominating Committee.** It shall be the duty of this committee to nominate a slate of candidates to serve on the Governing Board. The President in consultation with the Governing Board and Advisory Board shall appoint the chair of the Nominating Committee.

**b) National Programs Committee.** The Vice President for Programs shall chair the National Programs Committee. It is the duty of the committee to plan and implement national programs and activities and to share best practices for programs among the regions.

**i. Regional Representatives.** The Governing Board shall determine the number and boundaries of the regions and shall make adjustments in the regions when necessary. The Regional Representatives shall serve as the liaison between their correlating Programs Committee and the members in their region. At a minimum, they shall promote W3A, help plan and implement activities, and facilitate communication among members, WCAA clubs and others in the region. They will also work with the VP of Membership & Engagement to recruit new members and strengthen alumnae networks.

**c) International Programs Committee.** The Vice President for Programs shall chair the International Programs Committee. It is the duty of the committee to plan and implement international programs and activities and to share best practices for programs among the regions

**i. International Regional Representatives.** The Governing Board shall determine the number and boundaries of the regions and shall make adjustments in the regions when necessary. The International Regional Representatives shall serve as the liaison between their correlating Programs Committee and the members in their region. At a minimum, they shall promote W3A, help plan and implement activities, and facilitate communication among members, WCAA clubs and others in the region. They will also work with the VP of Membership & Engagement to recruit new members and strengthen alumnae networks.

**d) Finance Committee.** The Vice President of Finance shall chair the Finance Committee. The Finance Committee will be responsible for financial oversight of W3A, including preparation of budgets and review of any required financial reports or audits of W3A.

**Section 2. Special Committees.** The President in consultation with the Governing Board may appoint special committees and designate their purpose and term.

## **ARTICLE V – ADVISORY BOARD**

The Advisory Board will consist of no more than 10 senior alumnae. The purpose of the Advisory Board is to overlook the operations and work of the Governing Board and to offer advice and insight. Advisory Board members are responsible for preserving continuity during Governing Board transition periods. New Advisory Board members are voted on by a majority vote of the Governing Board and current Advisory Board members. Advisory Board members serve until the member submits a formal letter of resignation to the Governing Board and Advisory Board.

## **ARTICLE VI – MEETINGS**

**Section 1. Governing Board Meetings.** The Governing Board shall meet at least four times a year either in person or by telephone. Telephone conference calls are a valid substitute for meetings in person. Meetings of the Governing Board shall be held whenever called by the President or any other officer. Two-thirds of the Governing Board shall constitute a quorum.

**Section 2. W3A Meetings.** There shall be one meeting of W3A annually. Meetings may be in person or by electronic or other virtual means.

**Section 3. Special Meetings and Resolutions.** The Governing Board may call special meetings, to be held whenever and wherever it designates or may instead submit resolutions to W3A members by mail (including electronic mail). Both require the Vice President of Administration to mail a notice of the board's action to W3A members before the meeting. In the case of a special meeting, the notice shall state the meeting's time, place and purpose; in the case of a meeting by mail, the notice shall be accompanied by a ballot and shall set forth the text of each resolution, briefly stating its effect and purpose. The notice must be mailed to W3A

members at least 30 days before: a) the date of the meeting or b) the date by which completed ballots must be received in order to be counted.

**Section 4. Quorum.** One-tenth of the living and active members of W3A shall constitute a quorum for regular and special meetings. A simple majority is required for passage.

## **ARTICLE VII - NOMINATIONS AND ELECTIONS**

**Section 1. Nominations.** The Nominating Committee shall nominate a slate of candidates for officers of the Governing Board. Nominations for officers may also be made by at least 15 members of W3A and submitted to the Nominations Committee at least 30 days before the election is scheduled to take place. The complete list of candidates shall be posted before the election is held.

**Section 2. Elections.** All officers shall be elected by a plurality of all votes cast.

## **ARTICLE VIII - FINANCES**

**Section 1. Dues.** Annual dues shall be set by the Governing Board each year after a review of the organization's proposed programs and finances. As W3A must be self-supporting, all members are encouraged to be financially supportive. Payment of dues is not a requirement for membership.

**Section 2. Fiscal Year.** The fiscal year of this organization shall coincide with the WCAA's July 1-June 30 fiscal year.

**Section 3. Contributions.** The opportunity to contribute generally to W3A or to specific projects of W3A is available at any time. The Governing Board may establish special designations to recognize financial contributors.

**Section 4. Bank Accounts.** All bank accounts shall stand in the name of W3A with funds payable on order of the Vice President of Finance or President whose signatures shall be kept on file with the bank. A record of all account numbers and locations shall be supplied to the WCAA Office to be kept in the permanent W3A file.

## **ARTICLE IX - COMPLIANCE WITH WCAA**

In order to maintain the status as an Affinity Group of the Wellesley College Alumnae Association and be officially recognized, W3A must be renewed with the WCAA at the time and frequency determined by the WCAA. W3A shall comply with all requirements established by the WCAA for Affinity Group renewals and operations.

## **ARTICLE X - LIMITATIONS**

**Section 1. Purpose.** The organization is organized and shall be operated exclusively for charitable and educational purposes as a supporting organization of the Wellesley College Alumnae Association.

**Section 2. Activities.** W3A shall not circulate propaganda or otherwise attempt to influence legislation, nor shall it participate in, or intervene in, any political campaign on behalf of a candidate for public office (including the publishing or distributing of statements). W3A shall not perform any other activities not permitted by (a) a corporation exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States internal revenue law) or (b) a corporation, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States internal revenue law).

## **ARTICLE XI – AMENDMENTS**

This constitution may be amended at any business or special meeting provided that

- 1) Notice of the proposed amendment is provided to W3A membership at least 30 days before the meeting at which action is to be taken, and
- 2) Two-thirds of the ballots cast favor the amendment.

## **ARTICLE XII – DISSOLUTION**

If W3A is not renewed by the WCAA or voluntarily is dissolved by its members, all of its net assets shall be distributed to the Wellesley College Alumnae Association to be used for a purpose specified in writing by the Governing Board at the time of dissolution.