

BYLAWS
WELLESLEY COLLEGE ALUMNAE ASSOCIATION

ARTICLE I - NAME

The name of this corporation will be the Wellesley College Alumnae Association (herein referred to as the “Association”).

ARTICLE II - PURPOSE

SECTION 1. Historic Purpose. The purpose of the Association will be “to extend the helpful association of student life, and maintain such relations to the College as will aid in her upbuilding and strengthening, to the end that her usefulness may continually increase.” (From Certificate of Incorporation, June 12, 1916.)

SECTION 2. Mission. The Association will further the interests of Wellesley College and its alumnae by connecting alumnae to Wellesley College and to each other. The Association will serve as a lifelong resource to alumnae and will encourage alumnae to contribute to the continued excellence of Wellesley College.

ARTICLE III - MEMBERSHIP

SECTION 1. Classes of Members. The Association will have the following classes of Members:

- a. **Active**, which consists of:
 1. any graduate of Wellesley College;
 2. any former student who was a candidate for a Wellesley College degree for at least one term and whose class has graduated;
 3. any former student who was a candidate for a Wellesley College degree and who left under honorable circumstances before completing one term, whose class has graduated, and who requests enrollment;
 4. any former student in the Continuing Education/Davis Scholar program who has matriculated;
 5. any member of the former Mary Hemenway Alumnae Association.
- b. **Associate**, which consists of:
 1. any former student who was not a candidate for a degree, who was enrolled for at least one term, and who requests enrollment;

2. any former student in the Continuing Education/Davis Scholar program who has not matriculated, but who completed three courses before leaving the program and who requests enrollment.
- c. **Honorary**, which consists of any person nominated by the Board of Directors of the Association (herein referred to as the “Board”) and elected by a three-quarters vote of the active members present at an annual meeting of the Association.

SECTION 2. Rights and Privileges.

- a. Only active members may vote and be deemed “members” of the Association for purposes of Massachusetts General Laws Chapter 180.
- b. Only active members may serve as Officers, Directors, and Alumnae Trustees.

SECTION 3. Removal. A majority of the Board present at any meeting of the Board at which there is a quorum present may remove an individual as a member of the Association for just cause and thereupon such individual shall cease to be a member hereunder.

ARTICLE IV - BOARD OF DIRECTORS

SECTION 1. Composition and Term of Office.

- a. The administration and general management of the Association will be vested in a Board of no fewer than twelve (12) and no more than twenty-six (26) voting members, including Elected Directors, Directors-at-Large, and the Young Alumna Director, all of whom shall be collectively referred to herein as “Directors.” The President shall serve as a member of the Board, ex officio and with vote, and shall be considered a Director.
- b. Elected Directors shall be elected at the annual meeting of the Association or the special meetings, if any, called in lieu thereof, to serve a term of two (2) years. No individual may serve more than two (2) full terms as an Elected Director.
- c. A Young Alumna Director shall be elected to serve a three (3) year term and may not serve more than one term as the Young Alumna Director. Serving as the Young Alumna Director shall not preclude an individual from subsequently being elected to and serving two (2) full terms as an Elected Director, so long as there is a minimum of two (2) years between such roles.
- d. Up to two (2) Directors-at-Large may be appointed by the President to serve terms as determined by the President, to complete their service no later than the conclusion of the President’s term. Serving as an Elected Director shall not preclude an individual from subsequently being appointed by the President as a Director-at-Large, so long as there is a minimum of two (2) years between such roles. Serving as a Director-at-Large shall not preclude an individual from subsequently being elected to and serving up to two (2) full terms as an Elected Director, so long as there is a minimum of two (2) years between such roles.

- e. Except when the Board is in executive session, the Executive Director and the Editor of *Wellesley*, the alumnae magazine, will be ex officio members of the Board with privileges of the floor but without the right or power to vote or to be counted for purposes of determining if a quorum is present.

SECTION 2. Powers and Duties.

- a. The business and property of the Association shall be managed by the Board which may exercise all of the powers of the Association which are not expressly reserved to the members by law, the Articles of Organization or these Bylaws.
- b. The Nominating Committee of the Board may fill any vacancy (other than the President) on the Board occurring during the course of a year. The President will fill any vacancy in the Chair of a standing committee during the course of a year.
- c. The Board will appoint an Executive Director of the Association and an Editor of *Wellesley*, the alumnae magazine, in accordance with Article XI.
- d. The Board will establish procedures for the Association and may from time to time amend the same.

SECTION 3. Meetings.

- a. The Board will hold at least three regular meetings a year at stated times at its discretion.
- b. Special meetings may be called by the President or the Treasurer/Secretary upon written request of any two Directors filed with the President or the Treasurer/Secretary.
- c. Written notice of each meeting will be given in writing or by electronic mail not less than ten (10) days in advance, but such notice may be waived by a Director's written assent.
- d. At any meeting of the Board, forty percent (40%) of the voting Directors then in office will constitute a quorum for the transaction of business. Except as otherwise specifically provided in these Bylaws, a majority of the voting Directors present at any meeting shall decide any matter.
- e. Any or all Directors may participate in a meeting of the Board, or a committee of the Board, by means of a telephone or video conference or by any means of communication by which all persons participating in the meeting are able to communicate with one another, and such participation shall constitute presence at the meeting.

SECTION 4. Resignation and Removal. Any Director may resign by delivering a written resignation to the President or the Treasurer/Secretary. Such resignation is effective upon receipt unless it is specified to be effective at some later time. Any Director may be removed from office, with or without cause, by the affirmative vote of eighty percent (80%) of the voting Directors present at a meeting of the Board at which a quorum is present.

ARTICLE V - OFFICERS

SECTION 1. Duties of Officers.

- a. **President.** The President will be the Chief Executive Officer of the Association. The President will preside at the annual meeting of the Association and will be Chair of the Board. The President will be a member, ex officio and with vote, of the Board, and a member, ex officio and without vote, of all Board committees. The President will be a member, ex officio and with vote, of the Board of Trustees of Wellesley College in accordance with its bylaws. The President shall have such other powers and duties as are usually incident to that office and as may be vested in that office by these Bylaws or by the Board.
- b. **Treasurer/Secretary.** The Treasurer/Secretary shall, subject to the direction and control of the Board, supervise the financial affairs of the Association. The Treasurer/Secretary shall give such notices of meetings of Association members and Directors as are required by these Bylaws and shall cause to be kept a record of all the meetings of Association members and Directors. In the absence of the Treasurer/Secretary from any meeting of Association members or Directors, a temporary or acting Treasurer/Secretary designated by the person presiding at the meeting shall perform the duties of the Treasurer/Secretary. The Treasurer/Secretary shall have such other powers and duties as are usually incident to that office and as may be vested in that office by these Bylaws or as the Board may designate for such office from time to time. The Treasurer/Secretary shall be the Clerk of the Association and shall be the Chair of the Finance/Audit Committee.

SECTION 2. Election; Term; Vacancies.

- a. **Election.** Officers of the Association shall be elected at the annual meeting of the Association or the special meetings, if any, called in lieu thereof.
- b. **Term and Vacancies.** The President shall serve a term of three (3) years and no individual may serve two (2) terms as President. If elected as President after one (1) term as a Director, the President may not be re-elected to serve another term as a Director. Upon a vacancy in the office of the President, the Chair of the Program Oversight Committee shall serve as Acting President unless and until the vacancy is filled by the Board. The term of the interim President shall be specified by the Board, not to exceed the term of the departed President. Vacancies in any other office shall be filled by the Board. All officers other than the President shall serve a term of one (1) year unless otherwise designated by the Board.
- c. **Resignation and Removal.** Any Officer may resign by delivering a written resignation to the President or Treasurer/Secretary of the Association. Such resignation is effective upon receipt unless it is specified to be effective at some later time. The Board may remove any Officer at any time, with or without cause, by the affirmative vote of eighty percent (80%) of the voting Directors present at a meeting of the Board at which a quorum is present.
- d. **Qualification for Office.** Any person who has served at least one full term on the Board may be elected to be President. An interim President may be elected President. No

person other than a then current Director who has served at least one year as a Director may be elected to be the Association's Treasurer/Secretary.

ARTICLE VI – COMMITTEES

SECTION 1. Standing Committees. The Board shall have the following standing committees which shall have such membership and chairs, and be appointed in such manner, and for such terms, as are determined by the Board.

- a. **Governance Committee.** The Governance Committee will be responsible for governance planning and Board orientation and evaluation.
- b. **Finance/Audit Committee.** The Finance/Audit Committee will be responsible for financial oversight of the Association including preparation of an annual budget and review and oversight of the annual audit of the Association.
- c. **Program Oversight Committee.** The Program Oversight Committee will monitor effectiveness of the programs of the Association and identify new initiatives to advance the strategic objectives of the Association. The Program Oversight Committee may have an Annual Giving Subcommittee, an Alumnae Admissions Subcommittee, a Young Alumna Subcommittee or any successors to the aforementioned committees, as well as such additional subcommittees as the Program Oversight Committee may establish from time to time.
- d. **Executive Support Committee.** The Executive Support Committee will be responsible for the ongoing support and evaluation of the executive leadership of the Association.
- e. **External Relations Committee.** The External Relations Committee will be responsible for developing strategies to support and extend the profile of the Association and overseeing communications programs, including oversight of *Wellesley*, the Alumnae Magazine.
- f. **Nominating Committee.** The Nominating Committee will be responsible for identifying, researching, and recommending candidates for the positions of Elected Director, Young Alumna Director, Young Alumnae Trustee, Treasurer/Secretary and President of the Association.
- g. **Alumnae Trustee Nominating Committee.** The Alumnae Trustee Nominating Committee will be responsible for identifying, researching, and recommending candidates for the position of Alumnae Trustee described at Article X, Section 2.a. The committee will be chaired by the immediate Past President of the Association. The current President of the Association will be a member of the committee, as will the Chair of the Nominating Committee. Other members of the committee will be selected by the immediate Past President of the Association in consultation with the current President and the Association Executive Director, and may include a former Alumnae Trustee.
- h. **Other Standing Committees.** The Board may create and eliminate standing committees as deemed necessary and as required to carry out its mission.

SECTION 2. Special Committees, Task Forces and Councils. The Board may appoint special committees, task forces and councils, designating their Chairs, purposes, powers, and terms of office, such as an Executive Committee, Strategy Committee, advisory board, or other special committee.

ARTICLE VII- CLUBS, CLASSES AND SHARED INTEREST GROUPS

SECTION 1. Clubs, Classes and Shared Interest Groups. Any group of alumnae designated by a geographic region that meets the criteria as set forth by the Board may be registered as a Wellesley Club (“Club”). The group of alumnae designated by a year of graduation from Wellesley College that meets the criteria as set forth by the Board may be registered as a Wellesley Alumnae Class (“Class”). The group of alumnae designated by a shared interest from Wellesley College that meets the criteria as set forth by the Board may be registered as a Wellesley Alumnae Shared Interest Group (“SIG”).

SECTION 2. Reports; Requirements. Each Club, Class or SIG shall file with the Executive Director of the Association such reports as the Board may require from time to time. In addition each Club, Class or SIG shall conduct its affairs and enter into such agreements with the Association as the Association may from time to time require.

SECTION 3. Charter Documents. Club, Class and SIG charter documents shall be maintained in such form and contain such terms and provisions as are specified by the Board as to maintain compliance with law, qualification as an association under the Internal Revenue Code, and other Board requirements.

SECTION 4. Dues. To remain a Wellesley Club, each Club shall send annually to the Treasurer/Secretary of the Association such dues as are determined from time to time by the Board.

ARTICLE VIII - MEETINGS OF MEMBERS

SECTION 1. Annual Meeting. The annual meeting of the members of the Association will be held in Wellesley, Massachusetts, in either May or June, the date, hour, and place to be determined by the Board. Notice of the date, hour, and place of the meeting will be sent to all members of the Association not later than 30 days before the day appointed for the meeting.

SECTION 2. Special Meetings. Special meetings of the members of the Association may be called at the discretion of the Board. Notice of special meetings, together with a statement of the business to be transacted, will be sent to each member not less than two weeks before the date set.

SECTION 3. Quorum. At any meeting of the members of the Association, three hundred (300) active members present and voting will constitute a quorum for the transaction of business and the affirmative vote by voice or otherwise of a majority of the active members present at the meeting shall decide any matter.

SECTION 4. Records. The minutes of the annual meeting and of any special meetings of the Association will be maintained on file in the Alumnae Office and in the College archives.

SECTION 5. Notice. Notice of any meeting of the members of the Association shall be sent in such manner as is approved by the Treasurer/Secretary of the Association.

ARTICLE IX - NOMINATIONS AND ELECTIONS OF DIRECTORS, OFFICERS AND ALUMNAE TRUSTEES

SECTION 1. General. Persons nominated in the manner set forth in this Article IX may be elected to be Directors, Officers and Alumnae Trustees.

SECTION 2. Nominations of Directors and Officers by Committee. Each year, in accordance with the procedures approved by the Board, the Nominating Committee will develop for review and approval by the Board, a slate of the nominees for Elected Directors, and, if any are to be elected that year, the nominee for Young Alumna Director, and a slate of nominees for election to be Officers. If approved by the Board, the slate will be presented to the active members of the Association at the next annual meeting of the members or special meeting in lieu thereof. In the event a slate of nominees is not approved by the Board, the process shall be repeated until a final slate is approved by the Board.

SECTION 3. Nominations of Alumnae Trustees by Committee. Except as provided at Article X, Section 2.b., at the appropriate times, in accordance with the procedures approved by the Board, the Alumnae Trustee Nominating Committee will develop for review and approval by the Board an Alumnae Trustee candidate for election (the "Alumnae Trustee Nominee"). The Alumnae Trustee Nominee will be submitted to the Board for its approval and, if approved by the Board and the Board of Trustees of Wellesley College, will be presented to the active members of the Association at the next annual meeting of the members or special meeting in lieu thereof. In the event that an Alumnae Trustee Nominee is not approved by the Board or the Board of Trustees of Wellesley College, the process shall be repeated until a final nominee is approved by the Board and the Board of Trustees of Wellesley College.

SECTION 4. Nominations From the Membership. In the event that a member shall submit to the Treasurer/Secretary of the Association, prior to sixty (60) days before an annual meeting of the members, a petition (i) nominating that individual to be elected to be an Elected Director or an Alumnae Trustee of the Association, (ii) signed by at least one percent (1%) of the then active members of the Association including members from at least three (3) different geographic Wellesley Clubs registered with the Association and, in the case of an Alumnae Trustee nominee, such nominee is approved by the Board of Trustees of Wellesley College, then such individual's name shall be included as a nominee for election by the Association along with the nominees approved by the Board.

ARTICLE X - ALUMNAE TRUSTEES

SECTION 1. Definition of Alumnae Trustees. Alumnae representatives elected by the active members of the Association at the annual meeting of the members of the Association, and approved by the Board of Trustees of Wellesley College, may serve on the Board of Trustees of Wellesley College in accordance with its bylaws and, will be known as the Alumnae Trustees.

SECTION 2. Number and Terms of Alumnae Trustees. There will be five Alumnae Trustees, as follows:

- a. Four Alumnae Trustees will serve for six-year terms.
- b. One Alumnae Trustee (the “Young Alumnae Trustee”) shall be chosen every third year from among the Senior Class, the First Year Alumnae Class, and the Second Year Alumnae Class. Upon confirmation by the Board of Trustees of Wellesley College, the Young Alumnae Trustee shall serve for a term of three years.

SECTION 3. Vacancies. If an Alumnae Trustee is unable to fulfill her term, the Chair of the Alumnae Trustee Nominating Committee, working with the Chair of the Board of Trustees and the Chair of the Trustees’ Governance Committee, will determine whether a new nominee should complete the term or serve a new 6-year term, based on the length of time remaining in the term and the needs of the Trustees. The Chair of the Alumnae Trustee Nominating Committee will submit the new nominee and the suggested length of her term to the Board for approval.

ARTICLE XI- EXECUTIVE STAFF

SECTION 1. Executive Director.

- a. The Executive Director will be responsible for the management and administration of the Association. The Executive Director shall also have such other duties and responsibilities as are delegated to the Executive Director by the Board or its committees and as are required by Wellesley College.
- b. The Executive Director will be appointed by the Board in consultation with the president of Wellesley College. The term of office, compensation, and tenure of the Executive Director will be established by the Board and shall be consistent with the policies of Wellesley College.
- c. The Executive Director shall be permitted to attend all meetings of the standing committees of the Board except when they are in executive session.

SECTION 2. Editor of *Wellesley*, the Alumnae Magazine.

- a. The Editor will be responsible for producing four issues of *Wellesley*, the alumnae magazine, each year. In consultation with the President, the editor will work with the External Relations Committee; keep the Board informed regarding the proposed contents of the magazine; and consult with the Board on formulating matters of policy.
- b. The Editor will be appointed by the Board. The term of office, compensation, and tenure of the editor will be established by the Board and shall be consistent with the policies of Wellesley College.

ARTICLE XII - GENERAL

SECTION 1. Finances.

- a. **Fiscal year.** The fiscal year of the Association will begin on July 1 and end on June 30.

- b. **Bonding.** The Treasurer/Secretary and all officers and agents handling Association funds may be bonded in amounts designated by the Board.
- c. **Audit.** The books of the Association will be examined and certified annually by an auditor appointed by the Board.
- d. **Signatures.** All checks, other obligations of the Association, stock transfers, and other documents relating to finance, etc., will be signed in the name of the Association by the President or such officers or by such agent or agents of the Association as the Board will by resolution determine.

SECTION 2. Seal. The corporate seal of the Association will be the original College seal with “Alumnarum Collegii Wellesleiani Sigillum 1880” in the outer circumference.

SECTION 3. Resident Agent. Unless the Treasurer/Secretary is a resident of Massachusetts, the Board shall appoint a Resident Agent of the Association who is a resident of Massachusetts. Unless otherwise voted by the Board, the Executive Director will act as Resident Agent of the Association.

SECTION 4. Corporate Records. The original or attested copies of the Articles of Organization and Bylaws, records of all meetings of the incorporators, members, and Board of Directors, and the list of members, which will contain the record address of each member, will be kept at the principal office of the Association in Wellesley, Massachusetts.

ARTICLE XIII - SPONSORS, BENEFACTORS, CONTRIBUTORS AND FRIENDS OF THE ASSOCIATION

The Directors may from time to time designate certain persons or groups of persons as sponsors, benefactors, contributors, or friends of the Association or such other title as they deem appropriate. Such persons will serve in an honorary capacity and, in such capacity, will have no right to notice of or to vote at any meeting, and will not be considered for purposes of establishing a quorum. They will have no other rights or responsibilities, except as the Directors will from time to time designate.

ARTICLE XIV - AMENDMENTS

These Bylaws may be amended by a majority vote of the active members of the Association present and voting at any annual meeting of the Association at which a quorum is present, provided notice of the proposed amendment has been sent to each member with the call to the meeting.

ARTICLE XV - INDEMNIFICATION OF DIRECTORS AND OFFICERS

The Association shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an uncompensated Director, President, Vice President, Treasurer, Assistant Treasurer, Clerk, Assistant Clerk or Officer of the Association or who at the request of the Association may serve or at any time has served as a fiduciary or trustee of an employee benefit plan of the Association (collectively, "Indemnified Officers" or individually, "Indemnified

Officer"), against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such Indemnified Officer in connection with any threatened, pending or completed action, suit or proceeding whether civil, criminal, administrative or investigative (a "proceeding") in which an Indemnified Officer may become involved by reason of serving or having served in such capacity (other than a proceeding voluntarily initiated by such Indemnified Officer unless the proceeding was authorized by a majority of the full Board); provided that no indemnification shall be provided for any such Indemnified Officer with respect to any matter as to which the Indemnified Officer shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such Indemnified Officer's action was in the best interests of the Association or, to the extent that such matter relates to service with respect to an employee benefit plan, in the best interests of the participants or beneficiaries of such employee benefit plan; and further provided that any compromise or settlement payment shall be approved by the Association in the same manner as provided below for the authorization of indemnification.

Such indemnification may, to the extent authorized by the Board, include payment by the Association of expenses incurred in defending a civil or criminal action or proceeding in advance of the final disposition of such action or proceeding, upon receipt of an undertaking by the person indemnified to repay such payment if such Indemnified Officer shall not be entitled to indemnification under this paragraph, which undertaking may be accepted without regard to the financial ability of such Indemnified Officer to make repayment.

The payment of any indemnification or advance shall be conclusively deemed authorized by the Association under this Article, and each Director and Officer of the Association approving such payment shall be wholly protected, if:

- a. the payment has been approved or ratified (1) by a majority vote of a quorum of either (a) the members of the Association who are not at that time parties to the proceeding or (b) the Directors who are not at that time parties to the proceeding or (2) by a majority vote of a committee of two or more Directors who are not at that time parties to the proceeding and are selected for this purpose by the full Board (in which selection Directors who are parties may participate); or
- b. the action is taken in reliance upon the opinion of independent legal counsel (who may be counsel to the Association) appointed for the purpose by vote of the Directors in the manner specified in clauses (1) or (2) of subparagraph (a) or, if that manner is not possible, appointed by a majority of the Board; or
- c. the Directors have otherwise acted in accordance with the standard of conduct applied to directors of nonprofit corporations under Massachusetts law; or
- d. a court having jurisdiction shall have approved the payment.

The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of any Indemnified Officer entitled to indemnification hereunder.

The right of indemnification under this Article shall be in addition to and not exclusive of all other rights to which any person may be entitled. Nothing contained in this Article shall affect any rights to indemnification to which Association employees, agents, Directors, Officers and other persons may be entitled by contract or otherwise under law.

No amendment or repeal of the provisions of this Article XV which adversely affects the right of an Indemnified Officer under this Article shall apply with respect to such Indemnified Officer's acts or omissions that occurred at any time prior to such amendment or repeal, unless such amendment or repeal was voted for by or was made with the written consent of such Indemnified Officer.

ARTICLE XVI - PARLIAMENTARY PROCEDURE

SECTION 1. Except as otherwise provided in these Bylaws, *Robert's Rules of Order, Revised* may govern the procedure of all meetings of the Association, the Board and all committees.