

BYLAWS OF THE RHODE ISLAND WELLESLEY CLUB
As adopted June 27, 2009

ARTICLE I. NAME

This organization shall be known as the Rhode Island Wellesley Club. It shall cover the state of Rhode Island; southeastern Massachusetts; and nearby Connecticut.

ARTICLE II. PURPOSE

The purpose of this club shall be to promote the interests of Wellesley College and its alumnae and to interpret the college to the community.

ARTICLE III. MEMBERSHIP

Section 3.01. Members

Any alumna in the Rhode Island Wellesley Club's area may be a member. An alumna is any graduate of Wellesley College or former student who has been a candidate for a Wellesley College degree for at least one term and whose class has graduated, or a person who left in honorable circumstances before completing one term and has requested membership in the Association after her class has graduated.

Section 3.02. Associate Members

- a. Any member of the faculty or administration, past or present, of Wellesley College may become an associate member of the Club.
- b. Any parents of a Wellesley daughter, past or present, may become an associate member of the Club.

Section 3.03 Honorary Members

The Board of Directors may nominate special people for honorary membership, and these nominees shall become honorary members upon their election by a majority vote of the members at any business meeting.

ARTICLE IV. OFFICERS

Section 4.01. Number

The officers shall include a President, Vice-President(s), Secretary, and Treasurer.

Section 4.02. Term

The term of office shall begin at the close of the Annual Meeting. Officers shall serve for a term of two years. Officers shall serve for no more than three consecutive terms, but shall serve until their successors take office. Any vacancy in an elective office between Annual Meetings may be filled for the remainder of the year by the Board of Directors, with recommendations by the Nominating Committee. An officer filling an unexpired term may later serve full terms.

Section 4.03. Duties

The duties of the officers shall be those that usually pertain to these offices.

ARTICLE V. BOARD OF DIRECTORS*Section 5.01 Members*

The Board of Directors shall consist of the officers, the Chairs of committees, such as Membership and Program, the Alumnae Admissions Representative, the Career Representative, the Webmistress, the Young Alumna Representative, and three members at large. Local alumnae who are trustees of the College and local members of the Board of Directors of the Wellesley College Alumnae Association may be invited to be members of the Board of Directors.

Between Annual Meetings the Nominating Committee may propose, and the Board may vote, to add members at large to the Board, keeping the total membership at no more than 20.

Section 5.02. Duties

The Board of Directors shall make policy and manage the activities of the club.

Section 5.03. Meetings

The Board of Directors shall meet upon the call of the President or at the request of a majority of members of the Board. The Board shall meet at least three times a year.

Section 5.04. Quorum

After notification, by mail or email, to all members of the Board of Directors of a meeting, a majority of the members present, but no fewer than seven people, shall constitute a quorum.

Section 5.05. Terms of At-Large Directors

At-large members of the Board of Directors shall serve for a term of two years. They shall serve for no more than three consecutive terms, and shall serve until their successors are elected. A member filling an unexpired term may later serve full terms.

ARTICLE VI. COMMITTEES*Section 6 01. Types*

Committees may include Nominating, Program, Membership, Newsletter, Book Club, and any other committees authorized by the Board of Directors

Section 6.02 Committee Chairs

The Chairs of all committees except the Nominating Committee shall be appointed by the President unless otherwise specified. They shall be members of the Board.

Section 6.03 Terms

Except for the Nominating Committee, which is elected annually, the terms of the Chair and members of each committee shall coincide with that of the President unless otherwise specified.

ARTICLE VII. MEMBERSHIP MEETINGS*Section 7.01. Number*

There shall be at least three meetings of the Club each year at such time and place as the Board of Directors shall determine.

Section 7.02. Annual Meeting

The Annual Meeting shall be held between March 15 and June 30 each year.

Section 7.03. Quorum

A quorum shall consist of a majority of members present, but no fewer than 15, at a meeting of the Club for which notices have been sent, by mail and/or email, to all members.

Section 7.04. Special Meetings

Special meetings may be called by the President or upon petition of ten members.

ARTICLE VIII. ELECTIONS*Section 8.01. Nominating Committee*

A Nominating Committee composed of three alumnae, who may be members of the Board or past officers, but not current officers, shall nominate officers and members at large of the Board of Directors. The Committee shall also nominate the following year's Nominating Committee. The Nominating Committee of 2009 shall be appointed by the Board of Directors.

Section 8.02. Elections

Officers and members of the Board at large shall be elected at the Annual Meeting. The Nominating Committee shall present a single slate to be submitted to the members at least three weeks in advance by mail and/or email. Further nominations may be made from the floor, if the nominee has consented in advance. Vote for an office shall be by voice, unless there is more than one candidate for any office. In that case, election shall be by closed written ballot. Written ballots shall be counted by two tellers appointed by the President. A majority of votes cast shall prevail.

Section 8.03. Resignation.

Any Director or officer may resign by delivering a written resignation to the President.

ARTICLE IX. FINANCES

Section 9.01 Dues

Annual dues shall be determined by the Board of Directors.

Section 9.02. Fiscal Year

The fiscal year shall be from July 1 through June 30.

ARTICLE X. AMENDMENTS

These bylaws may be amended by a two-thirds vote of members present at the Annual Meeting. Notice must be sent to the membership by mail or email three weeks before the meeting.

ARTICLE XI. LIMITATIONS

Section 11.01. Purposes

The Club is organized, and shall be operated, exclusively for charitable and educational purposes.

Section 11.02. Earnings

No part of the net earnings of the Club shall benefit any private individual.

Section 11.03. Activities

No substantial part of the activities of the Club shall be carrying on propaganda, or otherwise attempting to influence legislation; and the Club shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office. The Club shall not carry on any other activities not permitted to be carried on (a) by 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) by a corporation, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code 1954, (or the corresponding provision of any future United States Internal Revenue law.)

Section 11.04. Distribution of Assets

If the Club is dissolved, all its net assets shall be distributed to Wellesley College, or, if Wellesley College is no longer in existence, to educational organizations under Section 501 (c) (3) of the Internal Revenue Code 1954 (or the corresponding provisions of any future United States Internal Revenue law.) The distribution required by the preceding sentence shall be made by the Board of Directors or, to the extent not made by them, by a court of equity of competent jurisdiction.