

AMENDED AND RESTATED
BYLAWS
OF
CHICAGO WELLESLEY CLUB

April 11, 2020

ARTICLE I

Office; Purpose; Limitations

SECTION 1. OFFICE. The Chicago Wellesley Club (the "Club") shall continuously maintain in the State of Illinois a registered office and a registered agent whose office is identical with such registered office and may have other offices within or without the state.

SECTION 2. PURPOSE. The purpose of the Club shall be to promote the interests of Wellesley College and to promote and maintain a lifelong connection between Wellesley College and alumnae in the Chicago area.

SECTION 3. LIMITATIONS.

- a. Charitable and Educational Purposes. The Club is organized, and shall be operated, exclusively for charitable and educational purposes.
- b. Earnings. No part of the net earnings of the Club shall inure to the benefit of any private individual.
- c. Activities. No part of 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 by an entity exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") or by an entity, contributions to which are deductible under Section 170(c)(2) of the Code, as amended.
- d. Disposition 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, solely to organizations qualified at that time as exempt organizations under Section 501(c)(3) of the Code. The distribution required by the preceding sentence shall be made by the board of directors, or, to the extent not made thereby, by any court of competent jurisdiction.

ARTICLE II

Members

SECTION 1. CLASSES OF MEMBERS. The Club shall have the following classes of members. The designation of each class and the qualifications of the members of each class shall be as follows:

- a. Dues Paying Members. Any person who is an alumna as defined by the Wellesley College Alumnae Association bylaws may become a Dues Paying Member of the Club by payment of the annual dues. Alumnae in their first 12 months post-graduation are granted the privileges of Dues Paying Members without having to pay dues.
- b. Non-Dues Paying Members. Any person who is an alumna as defined by the Wellesley College Alumnae Association bylaws who has not paid annual dues is considered a Non-Dues Paying Member of the Club.
- c. Other Members. Other categories of associate members may be created, as the board of directors shall direct.
- d. Dues Paying Members and Non-Dues Paying Members are together defined herein as the "Members".

SECTION 2. VOTING RIGHTS. Each Dues Paying Member and Non-Dues Paying Member shall be entitled to one vote on each matter submitted to a vote of the members. Other Members shall not be entitled to a vote on any matters submitted to a vote of the members.

SECTION 3. TRANSFER OF MEMBERSHIP. Membership in the Club is not transferable or assignable.

ARTICLE III

Meetings of Members

SECTION 1. ANNUAL MEETING. An annual meeting of Members shall be held within ninety (90) days before the close of the fiscal year for the purpose of electing the board of directors, and any other representative of the Club and/or Wellesley College, as applicable, and for the transaction of such other business as may come before the meeting. The board of directors may be elected by electronic means if an in person meeting is impractical in the reasonable judgment of the Board.

SECTION 2. REGULAR MEETING. Regular meetings of Members may be held at the

call of the board of directors, for the purpose(s) stated in the call of the meeting.

SECTION 3. SPECIAL MEETING. Special meetings of the Members may be called either by the board of directors or by petition of twenty-five (25) Members filed with the secretary, for the purpose(s) stated in the call of the meeting.

SECTION 4. PLACE OF MEETING. The board of directors may designate any place as the place of meeting for any annual, regular, or special meeting, including meeting by electronic means.

SECTION 5. NOTICE OF MEETINGS. Written notice stating the place, date and hour of any meeting of Members shall be delivered to each Member not less than five (5) nor more than sixty (60) days before the date of such meeting, or, in the case of a removal of one (1) or more directors, a merger, consolidation, or dissolution, or a sale, lease, or exchange of assets, not less than twenty (20) nor more than sixty (60) days before the date of the meeting. In the case of a special meeting or when required by statute or by the bylaws, the purpose for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed delivered when deposited in the United States mail addressed to the Member's address as it appears on the records of the Club, with postage prepaid. When a meeting is adjourned to another time or place, notice need not be given of the adjourned meeting if the time and place thereof are announced at the meeting at which the adjournment is taken.

SECTION 6. QUORUM. The Members of the Club represented in person at a meeting or by electronic means where an in person meeting is impractical in the reasonable judgment of the Board shall constitute a quorum for consideration of matters at any meeting of Members. If a quorum is present, the affirmative vote of a majority of the votes represented at the meeting shall be the act of the Members, unless the vote of a greater number or voting by classes is required by the Illinois General Not For Profit Corporation Act of 1986, as amended (the "Act"), the articles of incorporation, or the bylaws. At any adjourned meeting at which a quorum shall be present, any business may be transacted that might have been transacted at the original meeting. Withdrawal of Members from any meeting shall not cause failure of a duly constituted quorum at that meeting.

SECTION 7. VOTING. Each Member shall be entitled to one vote in person in each matter submitted to vote at a meeting or by electronic means where an in person vote is impractical in the reasonable judgment of the Board. Voting on any question or in any election may be by voice vote or ballot, subject to the discretion of the chair of the meeting.

ARTICLE IV

Board of Directors

SECTION 1. GENERAL POWERS. The affairs of the Club shall be managed by or under the direction of its board of directors.

SECTION 2. NUMBER, TENURE, AND QUALIFICATIONS. The board of directors shall consist of that number of directors established by the board of directors from time to time, but no more than sixteen (16), including the four (4) officers as hereafter provided in Article V and the (co-)chairs of the standing committees as herein provided in Article VI (the "Board"). Each director shall hold office for a two (2) year term commencing upon election and continuing until the next annual meeting of Members and until such person's successors shall have been duly elected and qualified. Directors need not be residents of Illinois. The number of directors may be decreased to not fewer than three (3) or increased by amendment of the bylaws, pursuant to the provision(s) of the Act. No decrease shall have the effect of shortening the term of an incumbent director.

SECTION 3. REGULAR MEETINGS. A regular meeting of the Board shall be held within 45 days after the annual meeting of Members at a time and place as determined by the Board. The Board may provide, by motion, the time and place for the holding of additional regular meetings of the Board without other notice than such motion. The Board may conduct regular meetings either in person, by telephone, or other electronic means, provided a dialogue can be conducted.

SECTION 4. SPECIAL MEETINGS. Special meetings of the Board may be called by or at the request of the president or any three (3) directors. The person(s) authorized to call special meetings of the Board may fix any place as the place for holding any special meeting of the Board.

SECTION 5. NOTICE. Notice of any special meeting of the Board shall be given at least two (2) days previous thereto by written notice to each director at such person's physical or electronic address as shown by the records of the Club. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, with postage prepaid. If sent electronically, such notice shall be deemed to be delivered when the sender's Internet Service Provider attaches the sent timestamp to the original notice. Notice of any special meeting of the Board may be waived in writing signed by the person(s) entitled to the notice either before or after the time of the meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except when a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by the bylaws.

SECTION 6. QUORUM. One-third (1/3) of the Board shall constitute a quorum for the transaction of business at any meeting of the Board, provided that if less than one-third (1/3) of the directors are present at said meeting, a majority of the directors present may adjourn the meeting to another time without further notice.

SECTION 7. MANNER OF ACTING. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board, unless the act of a greater number is required by statute, the bylaws, or the articles of incorporation. No director may act by proxy on any matter.

SECTION 8. VACANCIES. Any vacancy shall be filled by an appointee recommended by the president, with the approval of the Board unless the articles of incorporation, a statute or the bylaws provide that a vacancy shall be filled in some other manner, in which case such provision shall control. If there is a vacancy in the office of the president, the duties of the office shall be filled by an acting president, who will be, in order: the vice president, the secretary, the treasurer or a director appointed by the Board. A director appointed to fill a vacancy shall hold the position for the duration of the unexpired term. The person appointed to fill a vacancy may be nominated for a new term in the same position at the following election of the board of directors.

SECTION 9. REMOVAL. Any director elected or appointed to the Board may be removed by the Members pursuant to the applicable provision(s) of the Act.

SECTION 10. RESIGNATION OF DIRECTORS. A director may resign at any time upon written notice to the Board.

SECTION 11. INFORMAL ACTION BY DIRECTORS. The authority of the Board may be exercised without a meeting if consent in writing, setting forth the action taken, is signed by all of the directors entitled to vote. This informal action may take place using email or other electronic means.

SECTION 12. PRESUMPTION OF ASSENT. A director of the Club who is present at a meeting of the Board at which action on any Club matter is taken shall be conclusively presumed to have assented to the action taken unless such person's dissent shall be entered in the minutes of the meeting or unless such person shall file such person's written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered or certified mail to the secretary of the Club immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

SECTION 13. ANNUAL REPORT. Each director shall file a written annual report with the secretary for presentation at the annual meeting of Members of the Club.

ARTICLE V

Officers

SECTION 1. OFFICERS. The officers of the Club shall be a president, a vice president, a secretary, a treasurer and such other officers as may be elected or appointed by the board of directors. Officers whose authority and duties are not prescribed in the bylaws shall

have the authority to perform the duties prescribed, from time to time, by the Board. The same person may hold any two or more offices.

SECTION 2. ELECTION AND TERM OF OFFICE. Each officer of the Club shall be elected for a two (2) year term. Vacancies may be filled or new offices may be created and filled by an appointee recommended by the president, with the approval of the Board. Each officer shall hold office until such person's successor has been duly elected and qualified or until such person's death or until such person shall resign or shall have been removed. Election of an officer shall not of itself create contract rights.

SECTION 3. PRESIDENT. The president shall be the principal executive officer of the Club. Subject to the direction and control of the Board, such person shall be in charge of the business and affairs of the Club; such person shall see that the resolutions and directives of the Board are carried into effect, except in those instances in which that responsibility is assigned to some other person by the Board; and, in general, such person shall discharge all duties incident to the office of president and such other duties as may be prescribed by the Board. Such person shall preside at all meetings of Members and of the Board, and be an ex-officio member of all committees, except the Nominating Committee. Except in those instances in which the authority to execute is expressly delegated to another officer or agent of the Club or a different mode of execution is expressly prescribed by the Board or the bylaws, such person may execute for the Club any contracts or other instruments that the Board has authorized to be executed, and such person may accomplish such execution either individually or with the secretary, or any other officer thereunto authorized by the Board, according to the requirements of the form of the instrument.

SECTION 4. VICE PRESIDENT. The vice president shall chair the nominations committee, assist the president in the discharge of duties as the president may direct, and perform such other duties as from time to time may be assigned thereto by the president. The position of vice president is customarily filled by the Club's outgoing president, but may be filled by a person elected by the Members at the annual meeting or by an appointee recommended by the president, with the approval of the Board.

SECTION 5. SECRETARY. In general, the secretary shall (a) record the minutes of the meetings of Members and the Board; (b) ensure that all notices are duly given in accordance with the provisions of the bylaws or as required by law; (c) be a custodian of the corporate records; and (d) perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to such person by the president or by the Board. In particular, the secretary shall:

- a. Keep a permanent record of minutes and give notice of meetings and policy decisions of all Members and Board meetings.
- b. Coordinate with the president in creating an agenda for meetings of the Board.
- c. Keep the Club's past records.

- d. Compile the reports of all the directors of the Board for presentation at the annual meeting of Members.
- e. Send a copy of the annual report to the Wellesley College Alumnae Association.
- f. Provide new directors with documents including the bylaws, annual report, and board of directors contact list.
- g. Maintain a board of directors contact list and distribute to the Board as needed.
- h. Maintain a Club inventory list and distribute to the Board as needed.
- i. Maintain a Club calendar and distribute to the Board as needed.
- j. Identify and make arrangements for regular Board meetings with assistance from the Board members.

SECTION 6. TREASURER. In general, the treasurer shall be the principal accounting and financial officer of the Club. Such person shall (a) have charge of and be responsible for the maintenance of adequate books of account for the Club; (b) have charge and custody of all funds and securities of the Club, and be responsible therefore, and for the receipt and disbursement thereof; and (c) perform all the duties incident to the office of treasurer and such other duties as from time to time may be assigned to such person by the president or by the Board. In particular, the treasurer shall:

- a. Handle all receipts and disbursements for the Club.
- b. Deposit all monies of the Club in accounts in the name of the Club in a banking institution and/or fund designated by the Board. All withdrawals from such fund shall be sent directly to the banking institution checking account. All monies disbursed there from shall be by check signed by one (1) authorized officer or by electronic means initiated by one (1) authorized officer. The officers given authorization, in addition to the treasurer, shall be the president, vice president, and secretary, who may assume the duties of the treasurer in the temporary absence or disability thereof.
- c. Present a written report of the financial condition of the Club to the Board at the regular meetings of the Board and annually to the Club to be included in the annual meeting report. The incoming treasurer is responsible to review the Club's accounts and report any irregularities to the Board. The outgoing treasurer shall, after the books have been duly reviewed, turn over to such person's successor all records of the treasurer and ensure that proper and limited authorization for handling the Club's accounts is duly transferred.
- d. Work with the president to prepare an annual budget and present it to the Board

for approval.

- e. Submit tax forms to Wellesley College, the Internal Revenue Service, and the State of Illinois as required by applicable law.
- f. File an annual report and fee with the Secretary of State of Illinois to comply with the Act.
- g. File an annual report and fee with the Attorney General of Illinois to comply with the Illinois Charitable Trust Act.
- h. Send a head tax set by the Wellesley College Alumnae Association per Dues Paying Member annually to the Wellesley College Alumnae Association.

SECTION 7. APPOINTED LEADER OR COMMITTEE. In the absence of elected officers, the Wellesley College Alumnae Association may appoint a leader or committee to serve during reorganization or until an election can be held.

ARTICLE VI

Members of the Board; Committees

SECTION 1. MEMBERS OF THE BOARD. Members of the Board shall fulfill the responsibilities which are enumerated in the bylaws, act as (co-)chairs of committees as elected by the Members of the Club, and assist the president in the discharge of duties as the president may direct.

SECTION 2. COMMITTEES. The Board shall approve by majority vote the establishment of the following committees, whose chair or co-chairs shall be chiefly responsible for fulfilling the responsibilities of the committee:

- a. Executive Committee. The executive committee shall consist of the president, the vice president, the secretary, and the treasurer. The Executive Committee shall be chaired by the president and is empowered to act for the Board in an emergency between meetings of the Board, subject to the limitations of law. Any minutes or any other documentation of any action taken must be presented at the next meeting of the Board for approval, ratification and confirmation.
- b. Nominating Committee. The nominating committee shall be chaired by the vice president who may secure assistance from the Club's Members or the Board to develop the nominated slate of officers and members of the Board to be voted on at the annual meeting of Members. The chair will also maintain records regarding the expressed interest of any Members in participating on the Board, the standing committees, or other role in support of the Club's activities.

- c. Standing Committees. The chair or co-chairs of each standing committee shall be responsible for fulfilling the duties of such committee and may secure assistance from Members or the directors of the Board to fulfill such duties.
- i. Programming Committee.
The programming committee shall be responsible for organizing and managing all events and programs for the Club not falling within the jurisdiction of other standing committees. The committee will ensure attendance records for events and programs are maintained.
 - ii. Membership Committee.
The membership committee shall be responsible, in coordination with the Wellesley College Alumnae Association, to keep or supervise the keeping of a complete list or file of Members of the Club. The committee shall also be responsible to identify and welcome alumnae who are new to the Club's geographic area, collect dues at meetings of Members, and to plan and undertake outreach activities for the purpose of encouraging dues-paid membership with the Club.
 - iii. Communications Committee.
The communications committee shall be responsible for regular communications to the Club's Members, managing the Club's website, social media presence and photo collections, and managing the publicity for and public relations of the Club.
 - iv. Admissions Committee.
The admissions committee shall develop and plan any outreach to any potential Wellesley College students, support Wellesley College recruiting activities, and coordinate alumnae to interview prospective students.
 - v. Community Service Committee.
The community service committee shall plan and be responsible for all community service activities and projects of the Club.
 - vi. Liaison to the Affinity Groups Committee.
The liaison to the affinity groups committee shall be the contact for the coordinators of each affinity group (AG) or shared identity group (SIG) and shall be responsible to coordinate the scheduling of events, advise the groups as needed, assist with identification of new coordinators of individual AGs as necessary, and facilitate contact with the Board regarding funding and groups' activities. The committee will ensure attendance records for AG and SIG events are maintained.
- d. Ad-Hoc Committees. The Board may authorize the creation of ad-hoc committees. The chair or co-chairs of each ad-hoc committee, appointed by the

Board, shall be responsible for fulfilling the duties of such committee and may secure assistance from Club Members or the directors of the Board. Periodically, there shall be appointed a committee to review the bylaws of the Club.

SECTION 4. VACANCIES. Vacancies in the membership of any committee may be filled through appointment by the committee chair or co-chairs, except that vacancies in the position of a committee chair or co-chair shall be filled through appointment by the Board in accordance with Section 8 of Article IV.

SECTION 5. QUORUM. A majority of the whole committee shall constitute a quorum and the act of a majority of the committee members present at a meeting at which a quorum is present shall be the act of the committee.

SECTION 6. RULES. Each committee may adopt rules for its own governance not inconsistent with the bylaws or with rules adopted by the Board.

ARTICLE VII

Contracts, Checks, Deposits and Funds

SECTION 1. CONTRACTS. The officers of the Club are authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Club, provided such contracts or instruments have been approved by the Board.

SECTION 2. CHECKS, DRAFTS, ETC. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Club shall be signed by such officer(s) or agent(s) of the Club and in such manner as shall from time to time be determined by resolution of the Board. In the absence of such determination by the Board, the treasurer shall sign such instruments. If the treasurer is unavailable, the president, vice president, or secretary shall sign the document.

SECTION 3. DEPOSITS. All funds of the Club shall be deposited from time to time to the credit of the Club in such banks, trust companies or other depositories as the Board may select.

SECTION 4. GIFTS. The Board may accept on behalf of the Club any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Club.

ARTICLE VIII

Books and Records

The Club shall keep correct and complete current books and records of account and

minutes of the proceedings of its Members, Board and committees having any of the authority of the Board. Any Member may inspect all books and records of the Club for any proper purpose upon reasonable request and at any reasonable time.

ARTICLE IX

Fiscal Year

The fiscal year of the Club shall be from July 1st to June 30th.

ARTICLE X

Dues

SECTION 1. ANNUAL DUES. The Club shall have the following categories of dues: (a) patron dues paying membership (for those choosing to support the Club at a more significant level), (b) regular dues paying membership and (c) young alumna dues paying membership (one (1) to five (5) years since Wellesley College graduation). There shall be no dues for Members of the most recent graduating class. The Board may determine from time to time the amount of fees or dues payable to the Club by Dues Paying Members.

ARTICLE XI

Waiver of Notice

Whenever any notice is required to be given under the provisions of the Act, or under the provisions of the articles of incorporation or the bylaws, a waiver thereof in writing, signed by the person(s) entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Attendance at any meeting shall constitute waiver of notice thereof unless the person at the meeting objects to the holding of the meeting because proper notice was not given.

ARTICLE XII

Parliamentary Procedure

Except as otherwise provided in the bylaws, the Chicago Wellesley Club Rules of Order, as revised, shall govern the procedure of all meetings of Members and the Board. In case of unanticipated situations, Robert's Rules of Order, as revised, may serve as a reference.

ARTICLE XIII

Tax; Publicly Supported Foundation

SECTION 1. TAX. The Wellesley College Alumnae Association (ID# 04210-5817) has been granted a group income tax exemption (#2293) by the Internal Revenue Service under Section 501(c)(3) of the Code. The Club (ID# 36-609-792-5) is included in this group tax ruling.

The Club may:

- a. Be exempt from federal, state and local income tax on any profits and earnings.
- b. Be exempt from federal admission or amusement tax charged for benefits or entertainment.
- c. Obtain a bulk-rate mailing permit for low mailing costs.
- d. Consider individual contributions, including dues and benefit contributions, as tax deductible.

SECTION 2. PUBLICLY SUPPORTED FOUNDATION. The Club has the status of a "publicly supported foundation."

ARTICLE XIV

Amendments

The power to alter, amend or repeal the bylaws or adopt new bylaws shall be vested in the Board unless otherwise provided in the articles of incorporation or the bylaws. Such action may be taken at a regular or special meeting for which written notice of the purpose shall be given. The bylaws may contain any provisions for the regulation and management of the affairs of the Club not inconsistent with law or the articles of incorporation.