

Article I: Name and Purpose.

The name of the organization will be Wellesley Club of Minnesota (WCMN). The purpose of WCMN shall be to strengthen the connections between alumnae with each other and the College. The WCMN supplements the connections of the Wellesley College Alumnae Association (WCAA) classes, clubs, and other shared identity groups.

Article II: Membership.

Section 1. Membership. 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 alumna of Wellesley College as defined by the WCAA 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 alumna of Wellesley College as defined by the WCAA 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.

Article III: Officers, Executive Board and Board of Directors.

Section 1: Administration. The affairs of the Club shall be managed by or under the direction of its board of directors.

Section 2: Composition. The WCMN executive board shall consist of a president, vice-president, secretary, and treasurer. The board of directors shall consist of officers of the club, the chairs of standing committees and special committees, the past president, and any members-at-large who have been appointed.

Section 3: Qualifications and Tenure. Any alumna who is a dues-paying member of WCMN may serve on the board of directors. Executive board members shall serve for a two-year term, and no executive board member may serve more than two consecutive full terms in the same position. The term of office shall begin at the close of the annual meeting. Any vacancy in an elective office occurring between elections may be filled for the remainder of the term by the president with the approval of the board of directors.

Section 4: Duties of Officers.

- The president will provide the executive leadership for the club. The president shall call and preside over meetings of the board of directors and membership and shall keep informed of College and WCAA activities and policies and ensure the information is disseminated appropriately to WCMN. The president acts as a liaison between WCMN and the WCAA and submits an annual report of the organization's activities to the WCAA office as required. In consultation with the executive board, the president shall appoint the chairs of all committees. The president shall have the authority to establish ad hoc committees and to appoint their chairs, and shall serve ex officio on all committees, except the nominating committee
- The vice-president serves as a thought partner and resource to the president and assumes the duties of president if the president is absent.
- The secretary shall issue notices for all meetings, preserve all minutes, including attendance, notices and copies of communications, publications and documents of importance to WCMN.
- The treasurer oversees all WCMN financial matters, including dues, gifts, bank accounts, and reimbursements. The treasurer shall prepare and submit the WCAA annual financial report to the president and the WCAA office by the end of July and shall file appropriate tax forms, as required by the IRS.
- Any position may be filled with by co-chairs, with responsibilities shared for the role.

Section 5: Obligations of Officers. Officers are obligated, by virtue of their office, to support the mission of WCMN; to act in the best interests of the WCMN, the WCAA, its members, and the College. Attendance at board meetings, whether in person or virtually is an expectation of these roles. All officers are required to keep their contact information current with the College and must provide a phone number and email address and be contactable.

Section 6: Resignation and Removal. Any WCMN executive board member may resign with a written resignation delivered to the president and secretary of the organization via hard copy or email. Such resignation is effective upon receipt unless it is specified to be effective at a later time. The president and executive board shall have the authority to fill any vacancies for the remainder of the term.

- 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 IV: Committees.

Section 1. Standing Committees. The nominating committee shall be a standing committee. It shall be the duty of this committee to nominate a slate of candidates for officers. The president, in consultation with the executive board, shall appoint the chair of the nominating committee. Other standing committees may be included in these bylaws, for example: programming, membership,

communications, website, liaison to Shared Identity Groups, and/or community service. Typical role responsibilities are:

- The nominating chair presents a slate of officers to the club for ratification. The chair broadly publicizes the nomination period and the positions to be filled to solicit nominations. The nominating chair should reach out to club alumnae through multiple channels including email, phone, website and social media clearly communicating roles, responsibilities and timelines.
- The programs chair oversees the program activities of the organization in furtherance of its mission and purpose. The programs chair works closely with the board and club volunteers and others to plan and implement WCMN programs; maintains a calendar of activities; and provides this information to the communications chair for inclusion in appropriate communications. The programs chair can work with the president to appoint committees as necessary and is an ex officio member of all programming committees. The programs chair works with WCAA to learn how to best use the technological tools provided by WCAA and provides engagement data to support the WCAA's metrics.
- The membership chair is responsible for promoting and enhancing the participation of members in WCMN by defining and communicating the benefits to membership in WCMN and through creative and effective member recruitment, tracking, and engagement initiatives.
- The communications chair/newsletter chair oversees the club's communication channels; including website, newsletters, emails and print communications. The communications chair works with the other board members to collect, write, and disseminate news about WCMN, the College, WCAA, and campus activities of interest and relevance to the WCMN membership.
- The website chair shall be fluent with the technology provided by WCAA and will keep the club website current and accurate.

Section 2. Special Committees. The president, in consultation with the executive board, may appoint special committees and designate their purpose and term, for example to spearhead a large event.

Article V: Meetings.

Section 1. Executive Board Meetings. The executive board shall meet a minimum of three times a year, either in person, by telephone, or other electronic means where a dialogue can be conducted. Meetings of the executive board shall be held whenever called by the president. Two-thirds of the executive board shall constitute a quorum.

Section 2. WCMN Meetings. There shall be one membership meeting of WCMN annually. Meetings may be in person or by electronic or other virtual means where a dialogue can be conducted.

Section 3. Special Meetings and Resolutions. The executive board may call special meetings, to be held whenever and wherever it designates or may instead submit resolutions to WCMN members by mail (including electronic mail). Both require the secretary to send a notice of the board's action to WCMN members before the special meeting, including the meeting's time, place and purpose; in the case of a meeting by email, 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 sent to WCMN members at least 21 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. A quorum shall consist of WCMN members participating in regular and special meetings for which notices have been sent to all members. A simple majority is required for passage, except in the case of amendments to these bylaws.

Article VI: Nominations and Elections.

Section 1: Nominations. The nominating chair shall call for candidates who wish to stand for election to the executive board prior to the conclusion of a term. Nominations for officers may be made by members of WCMN and submitted to the nominating chair at least 21 days before the election is scheduled to take place. The nominating committee shall interview applicants and nominate a single slate of candidates for officers. If two candidates are running jointly to share an officer position, then they will be presented as a team together. The nominated slate shall be posted on the WCMN website before the election is held.

Section 2: Elections. Officers shall be elected at the annual meeting when the alumnae vote to confirm the slate of officers put forward by the nominating committee. Further nominations may be made from the floor provided consent of the nominee has been obtained in advance. Vote shall be by voice unless there is/are an additional candidate(s) nominated for an office who are not on the slate presented by the nominating committee. In that instance, the vote for the contested office shall be by ballot. All officers shall be elected by a plurality of all votes cast. In the event that the annual meeting cannot be held in person, the president may direct an alternative form of election.

Article VII: Finances.

Section 1: Dues. Annual dues may be set by the executive board each year after a review of the organization's proposed programs and finances. 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: Bank Accounts. All bank accounts shall stand in the name of WCMN with funds payable on order of the treasurer 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 WCMN file.

Article VIII: Compliance with WCAA.

To maintain the status as a shared identity group of the Wellesley College Alumnae Association and be officially recognized, WCMN must be renewed with the WCAA at the time and frequency determined by the WCAA. WCMN shall comply with all requirements established by the WCAA for shared identity group renewals and operations.

Article IX: 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. WCMN 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). WCMN 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 X: Amendments.

These bylaws may be amended at any business or special meeting provided that: 1) Notice of the proposed amendment is provided to WCMN membership at least 21 days before the meeting at which action is to be taken, and 2) Two-thirds of the ballots cast favor the amendment.

ARTICLE XI: Dissolution.

If WCMN is not renewed by the WCAA or voluntarily is dissolved by its members, all of its net assets shall be distributed to the WCAA. If the WCAA is not in existence the net assets of the club shall be distributed to the College.