

Wellesley Alumnae of African Descent
BYLAWS
Approved by member vote September 1, 2010
Proposed Revisions June 2024

ARTICLE I - NAME AND **MISSION PURPOSE**

The name of the organization will be Wellesley Alumnae of African Descent (WAAD). The **mission purpose** of WAAD shall be to strengthen the connection of alumnae of African descent to each other, the College, and current as well as prospective students. WAAD supplements the connections of Wellesley College Alumnae Association (WCAA) Clubs and Classes.

ARTICLE II - MEMBERSHIP AND COMPOSITION

Section 1. Active Members. Any alumna of Wellesley College, as defined by the WCAA Bylaws, who **self-identifies as being is** of African descent is considered an active member of Wellesley Alumnae of African Descent, unless she notifies the WCAA office otherwise. ~~**Any alumna of Wellesley College who is not of African descent but principally identifies with the experience of people of African descent may be an active member of WAAD upon request.**~~

Section 2. Honorary Members. ~~**Any person nominated for honorary membership by the**~~ **By majority vote, the** Governing Board of WAAD may **award designate honorary membership in WAAD.** ~~**become an honorary member upon election by a two-thirds majority of the votes cast by formal ballot by the membership.**~~ Honorary members are non-voting members of WAAD.

ARTICLE III - GOVERNING BOARD AND OFFICERS

Section 1. Governing Board Composition. The administration and general management of WAAD will be vested in a Governing Board, composed of elected officers and regional representatives. The Governing Board shall be no less than 12 and no more than 18 members.

Section 2. Qualifications and Tenure of Governing Board Members. Any person who is an active member of WAAD may serve on the Governing Board. Governing Board members shall serve for a three-year term. No governing board member may serve more than two full terms in the same position.

Section 3. Officers. WAAD officers shall be a President, **Vice President of Programs**, Vice President of ~~for~~ Communications, Vice President of ~~for~~ Membership, ~~Vice President for Programs~~, Secretary and Treasurer.

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 WCAA activities and policies and ensure the information is disseminated appropriately to WAAD. She acts as a liaison between WAAD 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 **including, except** the nominating committee, **unless she is seeking election for the upcoming term. She actively participates in WAAD programs and engages with members via WAAD in-person events and online platforms.**

b. Vice President **of for** Programs. The Vice President **of for** Programs oversees the program activities of the organization in furtherance of its mission and purpose. She works closely with regional and local representatives to plan and implement WAAD 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 **of for** Programs fulfills the duties of the president in her absence. **She actively participates in WAAD programs and engages with members via WAAD in-person events and online platforms.**

c. Vice President **of for** Membership. The Vice President **of for** Membership is responsible for promoting and enhancing the participation of members in WAAD through creative and effective member recruitment, tracking, and engagement initiatives. In addition, she will be responsible for board **and volunteer** development. Activities will include but not be limited to the cultivation of graduating seniors **including on-campus events**, outreach to **inactive lost** members, **and** engagement with members **via WAAD in-person events and online platforms. maintenance of a comprehensive networking directory of active members, and development of tangible membership benefits.**

d. Vice President **of for** Communications. The Vice President **of for** Communications oversees the organization's communication vehicles, including websites, **email**, newsletters, and social media **emails and/or blogs. functions as a liaison between** ~~She prepares and submits WAAD notes for the Wellesley magazine.~~ She works with the other Governing Board members to collect and appropriately disseminate **to the membership** information about WAAD, the College, WCAA, and campus activities. **She shares with the College and WCAA relevant news stories about WAAD members and activities. She actively participates in WAAD**

programs and engages with members via WAAD in-person events and online platforms.

e. Secretary. The Secretary shall **take and electronically** preserve all minutes, ~~notices and copies of communications, publications~~ and documents of importance to WAAD **in an online repository**. She shall oversee the Governing Board election process **by publishing the slate and establishing the timeline for voting in conjunction with the WCAA** and the Nominating Chair. **She actively participates in WAAD programs and engages with members via WAAD in-person events and online platforms.**

f. Treasurer. The Treasurer shall oversee all WAAD financial matters **including the WCAA account, including dues, gifts, bank accounts, investments, coordinating requests** for reimbursements **on behalf of WAAD, and drafting the budget in conjunction with the Governing Board. and fundraising efforts.** She shall ~~share~~ **prepare and submit** periodic financial statements **provided by the WCAA** and an annual financial report to the President **and** Governing Board ~~and the WCAA Office and shall file appropriate tax forms, as required by the IRS.~~ **She actively participates in WAAD programs and engages with members via WAAD in-person events and online platforms.**

Section ~~5~~ **6**. Regional Representatives. Regional Representatives to the Governing Board shall be elected by a majority vote of WAAD members ~~residing in the region.~~ **Regions may have co-regional representatives.** The Regional Representative shall be the liaison between the Governing Board and the members in the region and, ~~at a minimum,~~ shall promote WAAD, help plan and implement activities, and facilitate communication among members, WCAA clubs and others in the region. The Governing Board shall determine the number and boundaries of the regions and shall make adjustments in the regions when necessary. ~~Unfilled representative regions may be appointed via an affirmative vote of the members of the Governing Board.~~

Section ~~6~~ **7**. Resignation and Removal. Any WAAD Governing Board member may resign with a written resignation delivered to the President and Secretary of the organization. Such resignation is effective upon receipt unless it is specified to be effective at a later time. Any WAAD Governing Board member may be removed, with or without cause, by affirmative vote of **two-thirds 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.~~

Section 7. Vacancies. The Governing Board shall have the authority to fill any vacancies by appointment for the remainder of the term via an affirmative majority vote of the members of the Governing Board.

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 for officers and regional representatives. The President in consultation with the Governing Board shall appoint the chair of the Nominating Committee.

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

c. Finance Committee. The Treasurer shall chair the Finance Committee. The Finance Committee will be responsible for financial oversight of WAAD, including preparation of budgets and review of any required financial reports or audits of WAAD. **At a minimum the Vice President of Programs and the Vice President of Membership are members, and the President serves as ex-officio.**

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

ARTICLE V - MEETINGS

Section 1. Governing Board Meetings. The Governing Board shall meet at least twice 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. **The majority Two-thirds** of the Governing Board **or two-thirds of the officers, whichever is reached first**, shall constitute a quorum.

Section 2. WAAD Meetings. There shall be one **virtual** meeting of WAAD **held** annually. ~~Meetings may be in person or by electronic or other virtually 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 WAAD members by mail (including electronic mail). Both require the Secretary to mail a notice of the board's action to WAAD 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 WAAD 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 . Voting ~~Quorum. One-tenth of the living members . of WAAD shall constitute a quorum for regular and special meetings.~~ A simple majority is required to ~~for~~ passage any vote held at a WAAD meeting unless otherwise specified by the bylaws or WCAA.

Article VI - NOMINATIONS AND ELECTIONS

Section 1. Nominations. The Nominating Committee shall nominate a slate of candidates for officers and regional representatives. Nominations for officers **and regional representatives** may also be made **to the Nominating Committee** by **self-nomination on behalf of another member** ~~at least 15 members of WAAD and submitted to the Nominations Committee~~ at least 30 days before the election is scheduled to take place. ~~Nominations for regional representatives may also be made by at least 5 members of WAAD in the region 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.~~ The Nominating Committee shall work with the Secretary and WCAA to present to the membership a slate of candidates for officers and regional representatives for election to the Governing Board for the next term.

Section 2. Elections. All officers **and regional representatives** shall be elected by a plurality of all votes cast. **The Nominating Committee will work with the WCAA to administer the election.** ~~All regional representatives shall be elected by a plurality of votes cast by WAAD members residing in the region.~~

ARTICLE VII - 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 WAAD must be self-supporting, all members are encouraged to be financially supportive. Payment of dues is not a requirement for membership.~~

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

Section 2: WAAD Funds. The WCAA holds all WAAD funds in a WCAA controlled account. WAAD receives quarterly financial statements from the WCAA.

Section 3: Reimbursements. Requestors must receive approval from the President and the Treasurer prior to incurring expenses or submitting reimbursement requests to the WCAA. All expenses must align to categories outlined in the budget or as approved by the Governing Board.

~~Section 3. Contributions. The opportunity to contribute generally to WAAD or to specific projects of WAAD 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 WAAD 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 WAAD file.~~

ARTICLE VIII - COMPLIANCE WITH WCAA

To maintain the status as an **Shared Identity Affinity** Group of Wellesley College Alumnae Association and be officially recognized, WAAD must be renewed with the WCAA at the time and frequency determined by the WCAA. WAAD shall comply with all requirements established by the WCAA for **Shared Identity Affinity** 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. WAAD 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). WAAD 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

This constitution may be amended at any business or special meeting **or by official ballot** provided that

1) Notice of the proposed amendment is provided to WAAD 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 XI – DISSOLUTION

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