

**CONSTITUTION AND BYLAWS OF
SMITH COLLEGE CLUB OF _____
(Adopted _____, 2____)**

ARTICLE I

Name

The name of this organization shall be "The Smith College Club of _____."

ARTICLE II

Purposes

Section 1. The purpose of this organization is to further the well-being of Smith College.

Section 2. This association (the "Association") is organized to further the well being of the Trustees of the Smith College ("Smith College") by increasing the interest of the members of the Association in Smith College and shall be operated exclusively for educational and charitable purposes. In furtherance of such purposes, the Association shall foster a spirit of friendship among graduates and former students of Smith College; serve in extending knowledge of the aims and achievements of Smith College; promote the interests of all alumnae in the academic and extracurricular activities of Smith College; and generally do all things to promote and encourage communications between Smith College, the Alumnae Association of Smith College; (the "Alumnae Association"), and alumnae in the Club of _____; provided that no such activity may be undertaken which is not charitable or educational within the meaning of Section 501 (c) (3) of the Internal Revenue Code (the "Code").

ARTICLE III

Membership

Section 1. Regular Member

Any graduate or former student of Smith College shall be considered an active member of the Association upon payment of dues.

Section 2. Honorary Member

Members of the faculty and friends of the Association may become honorary members of the Association on being elected at any regular club meeting.

ARTICLE IV

Governing Body

Section 1. Executive Committee

The governing body of the Association shall be the Executive Committee. The Executive Committee shall consist of the President, Vice President, AAC, and Treasurer. The Executive Committee shall have charge of meetings and Association affairs and shall have the power to fill any vacancies that may occur in its membership for the remainder of the term and to act for the Association.

Section 2. Officers

The Officers of the Association shall be President, Vice President, and Treasurer. Officers are elected for a two year term.

The President shall perform the duties usually pertaining to that office. She shall preside at all meetings at which she is present, and shall appoint all committees both standing and temporary.

The Vice President shall in the absence of the President perform the duties of the President.

The Treasurer shall receive the funds of the Association, unless otherwise provided for, and shall disburse said funds on the authorization of any member of the Executive Committee other than herself. She shall give a financial report at each meeting of the Association and at such other times as the Executive Committee may direct.

ARTICLE V

Committees

Section 1. The Executive Committee shall determine the appropriate standing committee(s). It shall appoint any committee necessary to further the work of the club.

Section 2. The Nominating Committee shall be appointed by the Executive Committee. It is the duty of this committee to nominate a candidate for each officer position. The names of these candidates shall be presented and voted upon at the annual meeting.

ARTICLE VI

Meetings

Section 1. Regular Meetings/Special Meetings

There should be at least one regular meeting of the club a year. Special meetings may take place at any time. At special meetings no election of officers may take place.

Section 2. Quorum

Five percent of the members shall constitute a quorum.

Section 3. Executive Committee Meetings

Meetings of the Executive Committee may be called by any of its members at any time.

ARTICLE VII

Elections

Section 1. Election of Officers

All officers shall be elected at the annual business meeting. Vote for officers shall be by ballot by mail or by show of hands at the annual meeting. A majority of those voting or present shall elect.

Section 2.

The Association shall elect their officers after the first of January and before the 30th of March in a fiscal year. The Alumnae Association of Smith College shall be notified of a change in officers immediately.

Section 3. Nominating Committee

Nominations shall be made by a Nominating Committee. The Nominating Committee will present a single slate of officers.

ARTICLE VIII

Dues

Annual dues shall be in such amount as the Executive Committee may from time to time determine.

ARTICLE IX

Amendments

This Constitution and Bylaws may be amended at any regular meeting of members by a majority vote of those present or by a majority vote of the members of the Association voting by mail under the supervision of the Executive Committee.

ARTICLE X

Association Funds/Dissolution

When there are only five surviving members of the Association, the Association shall be dissolved and all remaining Association funds shall be transferred as unrestricted funds to the Alumnae Association, provided the Alumnae Association is then in existence and exempt from federal income tax under Section 501 (c) (3) of the Code and if it is not, to Smith College provided it is then in existence and exempt from federal income tax under Section 501 (c) (3) of the Code or if neither is then in existence and exempt under Section 501 (c) (3) of the Code or if they are unwilling to accept the assets, then to, and only to, such one or more organizations then exempt from federal income tax under Section 501 (c) (3) of the Code and organized and operated exclusively for charitable, scientific, literary, or educational purposes, as the Executive Committee may by vote determine.

ARTICLE XI

Prohibition on Inurement, Etc.

No part of the net earnings of the Association shall inure to the benefit of any member, director, officer, or other private individual except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes stated in Article II. No substantial part of the activities of the Association shall consist in carrying on propaganda, or otherwise attempting to influence legislation, and the Association 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. Nothing contained in this Constitution and

Bylaws shall be read as authorizing or permitting the Association to operate other than exclusively for charitable, scientific, literary, or educational

purposes, within the meaning of Section 501 (c) (3) of the Code, and no amendment of this Constitution and Bylaws shall authorize or permit the Association to be organized or operated other than exclusively for the aforesaid purposes.

ARTICLE XII

Additional Provisions

In the event that the Association is a private foundation, within the meaning of section 509 (a) of the Code, then, notwithstanding any other provisions of this Constitution and Bylaws, the following shall apply:

(1) The Association shall distribute its income for such taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Code, or corresponding provisions of any subsequent federal tax laws.

(2) The Association shall not engage in any act of self-dealing as defined in section 4941 (d) of the Code, or corresponding provisions of any subsequent federal tax laws.

(3) The Association shall not retain any excess business holdings as defined in section 4943 (c) of the Code, or corresponding provision of any subsequent federal tax laws.

(4) The Association shall not make any investments in such manner as to subject it to tax under section 4944 (c) of the Code, or corresponding provisions of any subsequent federal tax laws.

(5) The Association shall not make any taxable expenditures as defined in section 4945 (d) of the Code, or corresponding provisions of any subsequent federal tax laws.

Adopted by Smith College Club of _____

_____, 2____

By _____

, President

_____, Treasurer