

CONSTITUTION, ARTICLES OF ASSOCIATION AND BYLAWS OF SMITH COLLEGE CLASS OF 2002

ARTICLE I: Name

The name of this organization shall be Smith College Class of 2002.

ARTICLE II: Purposes

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 alumni 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 alumni in the Class of 2002; 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 of 1986 (the "Code").

ARTICLE III: Membership

Section 1. Regular Member

Any graduate or former student of Smith College in the Class of 2002 shall be considered an active member of the Association unless the member gives written notice to the contrary to the secretary.

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 class meeting. John Connolly will be an honorary member of the Class of 2002.

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, Co-Secretaries, and Treasurer. The term of each officer position shall be the years between the reunion when elected and the next regular reunion. 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 between reunions.

Section 2. Officers

The Officers of the Association shall be President, two Vice Presidents, Co-Secretaries, Treasurer, and Web Chair/Digital Media Coordinator, Fund Team Coordinator and Memorial Chair.

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

The two Vice Presidents, in the absence of the President, shall perform the duties of the President. The Co-Vice Presidents shall also serve as Reunion Co-Chairs and fulfill all the duties related to organizing reunion activities for the class, including but not limited to coordinating with the Alumnae Association and College, recruiting reunion volunteers from the class, and communicating necessary information to the class officers and class members.

The Secretary shall keep the records of the Association and maintain information on all Association matters.

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. The Treasurer shall give a financial report at each meeting of the Association and at such other times as the Executive Committee may direct.

The Web Chair shall maintain the class website, oversee the online engagement with classmates and maintain the class' social media presence.

The Fund Team Coordinator shall work under the direction of the Smith Fund Committee to raise the annual Fund gift to Smith College.

The Memorial Gift Chair shall work under the direction of the Smith Fund Committee.

ARTICLE V: Meetings

Section 1. Regular Meetings/Special Meetings

Regular meetings of members shall take place at the time of regular reunion. Special meetings may take place at any informal reunion. At special meetings no election of officers may take place.

Section 2. Quorum

Five percent of the active 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 VI: Elections

Section 1. Election of Officers

All officers shall be elected in reunion years. Vote for officers shall be by ballot or by show of hands at the regular class meeting. Voting may also take place by mail and/or electronic voting. For elections, a majority of those voting or present shall elect.

Section 2. Nominating Committee

Nominations shall be made by a Nominating Committee. The nominating committee shall be a minimum of three members of the Association appointed by the Executive Committee. It shall convene at least six months before a regular reunion to publicize the elected officer positions and recruit nominees. Nominations will also be accepted at the election meeting.

ARTICLE VII: Dues

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

ARTICLE VIII: 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 therein 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 than 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 IX: 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 X: Additional Provisions

In the event that the Association is a private foundation, within the meaning of section 509 (a) of the Code, for any taxable year of the Association, 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 expenditure as defined in section 4945 (d) of the Code, or corresponding provisions of any subsequent federal tax laws.

ARTICLE XI: 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.

Adopted by Smith College Class of 2002 on MAY 27th, 2017

Emma Mulvaney-Stanak 5/27/17

EMMA MULVANEY-STANAK
CLASS PRESIDENT 2012-2017