

# **Constitution and Bylaws of**

## ***The Smith College Club of Baltimore***

Adopted May 23, 2017

### **Article I**

#### **Name**

The name of this association (the “Association”) shall be “The Smith College Club of Baltimore.”

### **Article II**

#### **Purposes**

Section 1: The purpose of this Association is to further the well-being of Smith College. Section 2: This Association is organized to further the well-being of the Trustees of 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 interest 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 Smith College Club of Baltimore, provided that no such activity may be undertaken that 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: 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 members of the Association on being elected at any business 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 officers of the Club. The Executive Committee shall have charge of meetings and Association affairs and shall act for the Association. It shall also have the power to fill any vacancies that may occur in its membership for the remainder of the term.

Section 2: Officers. The officers of the Association shall be: President, Vice President for Communications, Vice President for Programs, Vice President for Leadership, Vice President for Admissions, Secretary, Treasurer, and Members at Large. Officers shall be elected for a two-year term and, with the exception of the Vice President for Admissions and the Treasurer, may serve no more than two consecutive terms.

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. A Vice President shall, in the absence of the President, perform the duties of the President.

The Vice President for Communications shall oversee all communications including the newsletter, the website, social media, and the directory.

The Vice President for Programs shall oversee event planning, fundraising, and other Association activities.

The Vice President for Leadership shall be in charge of selecting the Nominating Committee, recruiting new officers for the Association, and other duties as assigned.

The Vice President for Admissions, or Alumnae Admissions Coordinator, shall organize contacts with students, high schools, and parents to acquaint them with Smith College and assist the Office of Admission with applicants. She shall also maintain contact with students on campus.

The Secretary shall be responsible for the administrative record-keeping for the Association.

The Treasurer shall receive the funds of the Association, unless otherwise provided for, and shall disburse said funds on the authorization of the

Executive Committee. 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 committees. It shall appoint any committee necessary to further the work of the Association.

Section 2: The Nominating Committee shall be appointed by the Vice President for Leadership. 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 an annual meeting.

Section 3: The Admissions Committee shall be appointed by the Vice President for Admissions. Members shall assist in interviewing prospective students and in attending college fairs and other events to promote the recruitment of applicants to Smith College.

## **Article VI**

### **Meetings**

Section 1: There shall be at least one fall business meeting each year. Other meetings may be called at the discretion of the Executive Committee.

Section 2: Quorum. Five 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: Nominating Committee. Nominations shall be made by the Nominating Committee, which shall present a single slate of officers.

Section 2: Election of Officers. Officers shall be elected at the fall business meeting, half in one year and the remainder, the next. The vote for officers shall be a by a show of hands. A majority of those voting or present shall elect. The Alumnae Association of Smith College shall be notified of a change in officers immediately.

## **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 business meeting of members by a majority of those present or by a majority vote of the members of the Association voting by mail or electronically 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. Should the Alumnae Association no longer be in existence, or not exempt from federal income tax under 501(c)(3) of the Code, or unwilling to accept the assets, then the funds should go to, and only to, the endowment fund established by the Smith College Club of Baltimore and maintained by Smith College to provide scholarships for students from the Baltimore area attending Smith College.

## **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 organized and operated exclusively for charitable, scientific, literary, or educational purposes, as the Executive Committee may by vote determine.

## **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(d) of the Code or corresponding provisions 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(b) of the Code or corresponding provisions of any subsequent federal tax laws.

Adopted by the Smith College Club of Baltimore on May 23, 2017,

By: The Executive Committee

By: The Club's Transition Team

Mary Anderson '86, President

Paula Ferris Einaudi '

Carol Tiffany '69, Vice President

Eleanor Starr Darcy '54

Marianne Thomas '77, Treasurer

Kathryn Amey Shelton '65

Lauren Carpenter '08

Julie Hopkins '98

Gina Calia-Lotz '99

Mariceleste Miller '90

Paige Terry Morris '90

Marianne Loiacono Thomas '77\*\*

Gina Calia-Lotz '99

Michelle Snider '04

Molly Butler '04

Elizabeth Atkins Offermann '15