

**THE BYLAWS OF THE  
NORTH SHORE SMITH COLLEGE  
CLUB OF MASSACHUSETTS**

**January 22, 2024**

The purpose of the North Shore Smith College Club of Massachusetts (“NSSCC” or the “Club”) is to enhance the reputation of Smith College (“Smith” or the “College”), to strengthen relationships of the College’s alumnae with Smith and with each other, and to raise funds which shall be given directly to the College for the support of the Club’s endowed scholarship.

**Article 1: Members**

Membership in the Club, regardless of gender, shall be open to:

1. any graduate of the College;
2. any former student of the College;
3. any faculty member or administrator of the College;
4. any holder of any honorary degree of the College;
5. any person/supporter who is interested in Club membership, subject to the discretion of the Board

residing in and affiliated with any Massachusetts community north of Boston and who pays the applicable Club dues. Individuals awarded honorary member status according to criteria set out by the Board shall be exempt from paying Club dues.

**Article 2: Executive Board**

A. General Powers and Duties – The Executive Board of the Club (the “Board”) shall have all powers pertaining to the control and management of the property, affairs, and assets of the Club which are not inconsistent with these Bylaws.

B. Number, Election and Term of Office – The Board shall consist of not more than fifteen (15) and not fewer than four (4) elected officers (the number of board members shall be as set forth from time to time by a majority of Board members. Board members may not serve more than three consecutive two-year terms in a specific position. Exceptions may be made for those officers who fill a vacancy created by the resignation, death, or removal of a member of the Board; those filling an unexpired term will be given the opportunity, upon completion of said unexpired term, to serve no more than three consecutive two-year terms of their own. Each officer will stand for election every two years.

C. Resignation and Removal – An elected officer may resign at any time by giving written notice to the president or secretary of the Club. Such resignation shall take effect at the time specified therein unless otherwise stated. The Board may, by a two-thirds vote, remove any officer.

D. Vacancies – At a special or regular meeting, any vacancy occurring in the Board may be filled at that time. Upon completion of said unexpired term, said officer will be given the opportunity to serve no more than three consecutive two-year terms.

E. Annual Meeting – The annual meeting shall be held before June 15. If the meeting cannot be held by such date, a special meeting shall be held for the purpose of electing officers, and for such purposes as may be brought before the meeting.

F. Notice of Meetings – Notice of each board or special meeting shall be given by phone, mail or email by or at the direction of the secretary to each officer within ten (10) days of the meeting.

G. Quorum and Voting – One-half (1/2) of the officers shall constitute a quorum for the transaction of business at a Board meeting and each officer is entitled to one vote upon each matter being properly submitted. Officers should make every effort to attend every meeting; failing that, those absent may direct their vote to another officer. The vote of a majority of the officers at a meeting at which a quorum is present shall be necessary to decide any questions to be voted upon by the officers, unless it is stipulated by the Bylaws that a greater proportion is required.

H. Informal Action – Any action requiring or permitted to be taken at any Board meeting may be taken without a meeting if a majority of the officers consent to the action in writing and written consents are filed with the records of the Board meetings.

I. Meeting by Conference Technology – Officers may participate in a Board meeting via conference technology ensuring that all meeting participants can hear each other simultaneously. Participation by such means shall constitute presence in person at Board meetings.

### **Article 3: Officers**

A. Designation of Officers – The officers of the Club shall consist of a president, a vice president, a secretary, a treasurer, and such officers as the Board may authorize.

B. The President – The Board shall elect a president with necessary authority and responsibility to manage the Club. The president shall act as the duly authorized representative of the Board and Club, shall see that all orders and resolutions of the Board and Club are carried out, and shall preside at all meetings of the Board. The president shall also perform such other duties as may be assigned from time to time by the Board.

C. The Vice President – In the event of absence or disability of the president, the vice president shall perform the duties of the president and such other duties as may be assigned by the Board.

D. The Secretary – The secretary shall serve as the recording secretary of the Club, and shall:

1. Keep full and separate records of Club meetings, including the Minutes;
2. Keep custody of all records and reports of the meetings of the Club, including these bylaws (which may be amended as needed);
3. Send a report of the annual election to the Smith Alumnae Association within two weeks after such election;
4. Send Minutes of each meeting to all board members.

Upon request of the secretary, or in the event of the secretary's absence or incapacity, the Board shall designate a Board member to assist in the performance of the secretary's duties.

E. The Treasurer – the Treasurer shall:

1. Keep full and correct account of receipts and disbursements in the book belonging to the Club, and shall deposit all monies and other valuable effects in the name and credit of the Club, in such bank/banks of deposit as may be designated by the Board;
2. Dispose of Club funds in such manner as may be ordered by the Board, taking proper vouchers for such disbursements, and shall render to the president and the Board, whenever it is required, an account of all transactions as well as the financial condition of the Club;
3. At the Annual Meeting, present a full report of the year's receipts and disbursements for the Club;
4. Prepare the membership dues form with input from the Board, process payments, and record annual meeting information.

The treasurer shall also perform such other duties as may be assigned from time to time by the Board. Upon request of the treasurer, or in the event of the treasurer's absence or incapacity, the Board shall designate a Board member to assist in the performance of the treasurer's duties.

**Article 4: Club Committees**

A. Classification – The committees of the Board shall be standing or special committees and shall be appointed by the Board. These committees shall be under the control of the Board and shall have charge of such duties as may be assigned to them by these Bylaws or the Board. The chair of any standing or special committee shall be a Board member.

B. Nominating Committee – The nominating committee shall nominate a slate of candidates to be approved by the Board which will then be presented for election at the Annual Meeting. The committee may also be asked to nominate those who would be filling vacancies on the Board that occur between elections.

C. Other Standing Committees – These committees shall have charge of and be responsible for the duties customarily attendant to the functions assigned to them by the Board.

D. Special Committees – These committees may be appointed by the Board such special tasks as circumstances warrant. Such special committees shall limit their activities to the accomplishment of the task for which it was created and appointed and shall have no power to act except as specifically conferred by the Board. Upon completion of such task, such committees will be discharged.

E. Committee Meetings – Each committee shall keep records of its meetings and report the details of such meetings at the Board's next scheduled meeting.

F. Meeting by Conference Call/Online – Committee members may participate in a committee meeting via phone or online so that those participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at such meetings.

**Article 5: Miscellaneous Provisions**

A. Dues – Annual dues, as approved by the Board, are recommended to be paid no later than the first fall event of the Club.

B. Depositories – All funds not otherwise employed shall be deposited to the credit of the Club in such banks, trust companies, or other depositories as the Board may designate.

C. Checks, Drafts, Notes, Etc. – All checks, drafts, or other orders for the payment of money and all notes or other evidence of indebtedness issued in the name of the Club shall be signed by such officer(s) of the Club as determined by the Board.

D. Fiscal Year – The Club’s fiscal year shall begin on July 1st and end on June 30<sup>th</sup>.

E. A quorum at Club meetings will be one-third (1/3) of current paid and honorary members.

F. Legal status – The Club is an unincorporated entity, organized for the purposes stated herein. The Club currently hold a 501(c)(3) nonprofit tax status with the IRS or the Commonwealth of Massachusetts.

### **Article 6: Amendments**

A. Method of Amendment – These Bylaws may be altered, amended, or repealed, and new or other Bylaws may be made and adopted by a two-thirds (2/3) vote of members present at a club meeting. No such alteration, amendment, or repeal shall in any way authorize or permit the Club to be operated other than exclusively for charitable purposes.

B. Prior Documents – All prior Bylaws and organizational documents of the Club, including but not limited to the Constitution and Bylaws of the NSSCC, as amended on January 27, 1969, are hereby terminated and of no further force and effect.