**BY-LAWS OF THE SMITH COLLEGE CLUB OF NEW YORK CITY, INC**
**Adopted March 11, 2008, Revised September 21, 2022**

## ARTICLE I: NAME

The Name of the organization shall be THE SMITH COLLEGE CLUB OF NEW YORK CITY, INC. (hereinafter referred to as the "Club")

## ARTICLE II: PURPOSES

**Section 1.** The purpose of this organization is to further the well-being of Smith College.
**Section 2.** This Club 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 Club in Smith College and shall be operated exclusively for educational and charitable purposes. In furtherance of such purposes, the Club 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 Smith College Club of New York City, Inc.; 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

Any graduate or former or current student of Smith College shall be considered an active member of the Club upon payment of dues. Categories of membership shall be those as determined by the Board of Directors from time to time. These categories will be available on the website.

## ARTICLE IV: DUES

**Section 1.** Dues. The amount of dues for each class of membership shall be set annually by the Executive Committee and approved by the Board of Directors.
**Section 2.** Payment of Dues. Dues are payable annually on a rolling basis.
**Section 3.** Failure to pay dues. A member who fails to pay dues within one month (30 days) from the date the same becomes due and payable shall be given sufficient notice in 60 days to renew membership. After that period, a member shall forfeit all rights and privileges of membership and is no longer a member in good standing. Upon payment of the current year's dues, a former member may be reinstated as a member.

## ARTICLE V: BOARD OF DIRECTORS

**Section 1.** Directors. The Board of Directors ("Directors") is the Club's governing body. There shall not be fewer than fifteen (15) and not more than twenty-five (25) Directors on the Board, including the officers of the Club as defined in Article VII.
**Section 2.** Qualifications of Directors. Only a member in good standing of the Club may be a candidate for the position of Director or may serve as Director of the Club.
**Section 3** - Obligations of Directors.
(a) Directors must serve on at least one committee.
(b) Directors are expected to volunteer at Club events.
(c) If any Director or Officer has not been in contact with the Club for a period exceeding two (2) months or for three (3) consecutive Board meetings without providing extenuating circumstances, the Executive Committee shall have the right to consider such absence a vacancy and can appoint a replacement.
**Section 4.** Election and Term of Office. Directors shall serve for three years or until their successors are elected and qualify. Directors shall be elected, by ballot, at the Annual Meeting of members by a plurality of the votes cast at such meeting. There shall be no limit on the number of terms a member may serve as a Director, but no member shall serve more than two (2) consecutive terms. Filling a vacancy shall not be considered one of those two terms of office.

**Section 5**. Resignation and Removal
(a). Any resignation by a Director or Officer shall be made in writing and delivered to the President. It shall take effect at the time specified therein, and if no time is specified, at the time of its receipt by the President, or in the event there is no active President, the Vice-President shall accept the resignation.
(b) To remove a director a motion must be initiated by the Executive Committee for presentation to the full board. A removal requires the approval by the majority of the board.

**ARTICLE VI: MEETINGS**
**Section 1.** Meetings of the Board
(a) Regular Meetings: The Board of Directors will meet at least eight (8) times each year, in person when feasible and virtually when not, at a place and time to be determined by the Board. On an annual basis, one (1) regular meeting shall be open to Club members who are interested in learning about Club activities and who might be interested in serving on the Board or nominating a potential candidate.
(b) Special meetings: Special meetings of the Board may be called at the discretion of the President and must be called when requested by one-third (1/3) of the Directors then in office. Notice of such meeting must state the person or persons calling the meeting and the purpose of the meeting.
(c) Quorum: The quorum necessary for the transaction of business shall consist of 1/3 of the total number of Directors then in office, and the majority of the Directors' vote constituting such a quorum shall be the act of the Board.
**Section 2.** Meetings of Members
(a) Annual Meeting: The last meeting of the fiscal year, held in June or July (as the fiscal year ends June 30) to announce the election results of new Directors and officers, shall be open to members and non-members. Such meetings shall be held in person when feasible and virtually when not at a time and location to be determined by the Executive Committee. Notice of such meeting shall be sent to all New York area members at least fifteen (15) days before such meeting and shall state the place and time thereof. The names of newly elected Directors and officers shall be set forth in such notice, together with a general description of other business to be conducted at the meeting. The President and Treasurer shall present a report on the Club's activities for the fiscal year.
(b) Special Meetings. Special meetings of the members may be held on the call of the Board of Directors, the President, or by ten percent of the members of record in good standing entitled to vote at such special meetings. Notice of such meeting shall be sent to all members at least fifteen (15) days before such meeting and shall state the place and time thereof, the person or persons calling the meeting, and the purpose or purposes of the meeting.
(c) Quorum: At all meetings of the members, 10% of the members in good standing shall constitute a quorum for any business transaction.
(d) Voting. At least 15 days before the Annual Meeting, the Secretary will send the slate of candidates to each member in good standing electronically. All ballots must be returned no later than the day before the Annual Meeting to be counted.

**ARTICLE VII: OFFICERS**
**Section 1.** Officers. The officers of the Club, who shall also be Directors, shall consist of a President, Vice President, Secretary and Treasurer.
(a) The President shall preside at all meetings of the Club and of the Board of Directors; shall sign all documents in the name of the Club; shall sign contracts; shall be responsible for the preparation of the report of the activities of the Club for the Annual Meeting; shall be an ex-officio member of all committees; shall be authorized to sign checks or drafts on any account in the Club's name, and shall perform all other duties incidental to the office. The President may appoint an individual or committee to serve temporarily to assist with special projects.
(b) The Vice President, under the direction of the President, shall perform such duties from time to time as the President requests and shall, in the absence or disability of the President, perform the duties of that office.
(c) The Secretary shall prepare and maintain: the minutes of the meetings of the Club and the Board of Directors, the roster of the Board of Directors, and the schedule of meetings of the Board and the Annual Meeting with members. The Secretary shall also work with the Nominating and Communications Chairs to prepare the ballots for all elections.
(d) The Treasurer shall have charge of the funds of the Club; shall collect, receive and pay out all funds under the direction of the President or Board of Directors, providing there is complete documentation of any outlay

and that such outlay is in accordance with the Club's purpose as delineated in Article 1; shall be authorized to sign checks or drafts on any accounts in the Club's Name; shall sign contracts relevant to the Treasurer role; shall maintain all financial records; shall prepare an annual budget for the consideration and approval of the Board of Directors; shall engage an auditor to review the accounts of the Club; shall approve all bills before payment; and shall give a financial report at every regular meeting of the Board and at the Annual Meeting.

**Section 2.** Qualifications of Officers. Any member in good standing of the Club who is a duly elected member of the Board of Directors may serve as an Officer of the Club.

**Section 3.** Election and Term of Office. Officers shall be elected for a term of two (2) years at the Annual Meeting of members by a plurality of the votes cast at such meeting. There shall be no limit on the number of terms a member may serve as an officer, but no member shall serve more than three terms consecutively.

**ARTICLE VIII: STANDING AND SPECIAL COMMITTEES**

**Section 1.** Standing Committees. There shall be the following standing committees: Executive, Finance, and Nominating; the Board of Directors, upon their election, shall meet and establish the Standing Committees as outlined further below. The Board of Directors shall determine the duties of such committees. A majority of any committee shall constitute a quorum for the transaction of all business that may properly come before it.

(a) Executive Committee. The Executive Committee shall be composed of the President, Vice President, Secretary, and Treasurer. The President shall serve as Chairperson of the Committee. The committee may act on behalf of the Club in any matter when the Board of Directors is not in session except that it may not expel or suspend members, amend or repeal the by-laws or adopt new by-laws. The Executive Committee is empowered to make appointments, accept the resignation of an officer and appoint any interim officer needed to fill out an unexpired term. Actions that affect the Club's business must be reported to the Board of Directors at the next regular meeting. At the beginning of each fiscal year the duly elected officers will appoint one director as member at large on the Executive Committee. The Term of this appointment will be one year.

(b). Finance Committee. The Finance Committee shall be composed of the President, Treasurer, and two additional members of the Board. The chairperson of the committee shall be the Treasurer. This committee shall advise the Board concerning the financial policy of the Club, including its income and expenditures, and report to the Board on the status of the Club's endowment.

(c) Nominating committee. The Nominating Committee shall be composed of three members of the Board of Directors. The President appoints the Nominating Committee Chair, who may then appoint two to three members. Nominations for Directors or Officers may come from the Board of Directors or the membership at large. The Nominating Committee shall prepare for the Annual Meeting a list of nominees for members of the Board of Directors and Officers of the Club and submit a list for the Board's consideration and approval for the May meeting. When such approval has been given, the Secretary shall notify the membership of the proposed slate at least fifteen (15) days before the Annual Meeting of the members.

**Section 2.** Special Committees. The Executive Committee, by resolution adopted by a majority of the Board, may create such Special Committees as may be deemed desirable at any time to perform special studies or functions in carrying on the work of the Club. The members of any Special Committee shall be appointed by the Executive Committee and shall have only the lawful power expressly delegated to them by the Board.

**Section 3** Committee Expenses. A committee may incur no expenses of more than five hundred dollars ($500.00) not included in the annual budget without approval by the President and Treasurer.

**ARTICLE IX: PROCEDURES**

**Section 1**. Compensation for Officers and Directors

No Officer or Director of the Club shall receive any compensation for their services. Reasonable expenses determined by the Board of Directors may be payable to any Director or Officer incurring such costs in the performance of official duties on behalf of the Club.

**Section 2**. Compensation for Alumnae.

Compensation for Alumnae shall be at the discretion of the Executive Committee.

**Section 3.** Binding Authority

The President and the Treasurer are empowered to sign contracts for the Club; the President or the Treasurer must approve contracts signed by other Board members.

**Section 4**. Spending Authority: Authority Limits on Expenditures:

At the beginning of every fiscal year, the Board shall approve a budget for each committee.
For all expenditures that are not a part of the budget approval process, the Treasurer shall have the authority to commit to expenditures on behalf of the Club up to $1,000.00. The President shall have authority to commit to expenditures on behalf of the Club up to $5,000.00. All expenditures above $5,000.00 require Board approval.
**Section 5.** Amendment of the By-laws.
Amendments, including repeals, are subject to the Board's approval and subsequently by the Members' vote. Copies of the new By-laws shall be provided to members upon request to the Secretary.

**ARTICLE X: CLUB FUNDS/DISSOLUTION**
When there are only five (5) members of the Club, the Club shall be dissolved, and all remaining Club funds shall be transferred to the Alumnae Association or Smith College. If neither exists, the funds shall be transferred to a tax-exempt organization operating exclusively for charitable, scientific, literary, or educational purposes, as the Executive Committee may by plurality vote to determine. All such transfers shall be in accordance with federal income tax exemption provisions.

**ARTICLE XI: PROHIBITIONS**
No part of the net earnings of the Club shall inure to the benefit of any member, Director, officer, or another private individual except that the Club 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 I. No substantial part of the Club's activities shall consist of carrying on propaganda or attempting to influence legislation, and the Club 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 these By-laws shall be read as authorizing or permitting the Club to operate other than exclusively for charitable and educational purposes within the meaning of the Internal Revenue Code, and no amendment of these By-laws shall authorize or permit the Club to be organized or operated other than exclusively for the purposes described above.

**ARTICLE XII: INDEMNIFICATION**

**Section 1: Indemnification**

The Club shall indemnify any Director or Officer who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative by reason of the fact that the Director or Officer of the Club against expenses including attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by them in connection with such action, suit or proceeding if the director acted in good faith and in a manner the director reasonably believed to be in or not opposed to the best interests of the Club, and with respect to any criminal action or proceeding, had no reasonable cause to believe their conduct was unlawful.

**ARTICLE XIII: MISCELLANEOUS**
Mailing The terms "mail," "mailing," or "notification" in these By-Laws shall include mail as delivered by an overnight courier, facsimile, or electronic- mail.

**Addendum:** Any circumstance not explicitly covered within these By-Laws will be governed by the most current AASC Club and Officer Handbook" guidelines.