

WHEELOCK COLLEGE ALUMNI ASSOCIATION, INC.

Bylaws Revision – June 2000

ARTICLE I. NAME, PURPOSE AND SEAL

Section 1. NAME: The name of this corporation is "Wheelock College Alumni Association, Inc.," hereinafter called the "Association." (Originally founded in 1923 as the Lucy Wheelock Kindergarten Alumnae Association, Inc.)

Section 2. PURPOSE: The purposes of the Association shall be to strengthen the relationship between the Alumni and the College, to develop fellowship among the Alumni, and to further the mission of the College, which is to improve the quality of life for children and their families.

Section 3. SEAL: The seal of the Association shall be of such design and bear such inscription or other device as the Alumni Board may determine. The form of the seal may be changed by order of the Alumni Board.

ARTICLE II. MEMBERSHIP

Section 1. MEMBERS: Any graduate of the Lucy Wheelock Kindergarten Training School or of any degree program of Wheelock College and anyone who has attended one of the above for at least one term is a member of the Association.

Section 2. RIGHTS AND PRIVILEGES OF MEMBERS: Members shall have all rights and privileges of membership which shall include, but not be limited to, the right to vote, to hold office, and to serve on committees.

ARTICLE III. ASSOCIATION MEETINGS

Section 1. PLACE: All meetings of the Association, the Alumni Board, and its Executive Committee shall be open meetings, held at such place as shall be named in the call.

Section 2. ANNUAL MEETING: The Annual Meeting of the Association shall be held at a time and place in Massachusetts to be fixed by the Alumni Board.

Section 3. SPECIAL MEETINGS: Special Meetings may be called at the discretion of the Alumni Board, the President, or upon the written request of three members of the Association filed with the Director of Alumni Affairs, and shall be called by the Secretary.

Section 4. CALL OF MEETINGS: Notice of the date, hour, place, and purposes shall be sent to members of the Association at least fifteen days before the day appointed for the meeting.

Section 5: QUORUM: Twenty-five members present in person or by written proxy shall constitute a quorum for the transaction of business at any Annual Meeting or Special Meeting of the Association, but any less than a quorum present may adjourn any such meeting to a subsequent date or until a quorum is reached. When a quorum is present, the affirmative vote of at least a majority of the members present or by written proxy shall be necessary to the decision of any question brought before the meeting, unless a larger vote is required by law or these bylaws.

Section 6. VOTING: Members may vote in person, or by written proxy sent to the Secretary prior to the meeting.

ARTICLE IV. ALUMNI BOARD

Section 1. COMPOSITION: The Alumni Board of the Association shall consist of not more than twenty-five members of the Association.

Section 2. MEETINGS: The Alumni Board shall fix its own rules of procedure. It shall meet four times during the academic year; date, hour, and place to be appointed by a calendar of meetings. An Alumni Board meeting may be canceled by agreement of at least five members of the Alumni Board with a one-week notice.

Section 3: VOTING AND POWERS: A simple majority of the membership shall constitute a quorum for the transaction of any and all business which may come before the Alumni Board, except two-thirds of the Board shall constitute a quorum for the proposed amendments to the Bylaws or other special business as called for by the President of the Association. The affirmative vote of at least a majority present or by proxy shall be necessary to decide any question brought before the meeting. The Alumni Board shall have all the powers of the Association except those which are conferred on any other person or group by these bylaws.

Section 4. EXECUTIVE COMMITTEE: The Executive Committee shall consist of the officers of the Association. It shall meet as appointed by a calendar of meetings. A special meeting may be called by any three members of the Executive Committee with notice given or sent to all members of the Executive Committee at least forty-eight hours prior to said meeting. The duties of the Executive Committee are administrative in nature. The Executive Committee can make policy decisions for the entire Alumni Board only in cases of emergency and must report all actions to the Alumni Board.

Section 5. NOMINATIONS: Subject to requirements of any applicable law, all members of the Alumni Board shall be nominated by the Nominating Committee, and no candidate's name shall be presented without written consent of the candidate. Any group of five members of the Association may nominate one qualified candidate to appear on the ballot as "independent," in addition to the candidates selected by the Nominating Committee, provided that such candidate shall have signified in writing willingness to serve if elected. The names of such "independents" must be filed with the Secretary at least one week prior to the Annual Meeting.

Section 6. NOTICE TO MEMBERS: A complete list of candidates for elective offices shall be sent to each member of the Association with the call to the Annual Meeting.

Section 7. ELECTIONS: All elections shall take place at the Annual Meeting. A plurality of all votes shall constitute an election. In the case of a tie, the president shall cast the deciding vote. Alumni Board members shall take office immediately following the election.

Section 8. TERM OF OFFICE: Coordinators on the Alumni Board shall be elected for a term of two years. No coordinator may be elected to serve more than two full, consecutive, two-year terms, except for President, Vice President, and the Endowment Fund Coordinator. A member elected to the Alumni Board for two full, consecutive, two-year terms may not be eligible for re-election to the Alumni Board until the next Annual Meeting. The terms of the Board members are staggered.

Section 9. VACANCY: The Executive Committee may fill any vacancy of a Board position for the remainder of the year.

ARTICLE V. OFFICERS

Section 1. OFFICERS OF THE ASSOCIATION: The officers shall be a President, Vice President, Treasurer, Endowment Fund Coordinator, and Secretary, all of whom shall be members of the Association. The Director of Alumni Affairs shall be considered an officer of the Association ex officio, but without the requirement of membership.

Section 2. NOMINATIONS: Subject to requirements of any applicable law, the President, Vice President, Treasurer, Endowment Fund Coordinator, and Secretary shall be nominated by the Nominating Committee.

Section 3. VACANCY: The Alumni Board may fill any vacancy occurring in an office for the remainder of the year in which a vacancy exists.

ARTICLE VI. DUTIES OF OFFICERS

Section 1. PRESIDENT: The President shall have all the powers and duties usually incident to the office, shall be a member ex officio of all committees of the Alumni Board and the Association, shall be a member of the Alumni Association Endowment Fund Committee, and shall serve a concurrent two-year term on the Wheelock College Board of Trustees, in accordance with its bylaws. The President is a member of the Nominating Committee during the second year of her/his term. As past President, she/he serves an additional one-year term on the Nominating Committee and Endowment Fund Committee. The President will be elected for a two-year term of office.

Section 2. VICE PRESIDENT: The Vice President shall work in consort with the President having such duties as may be assigned by the President or the Executive Committee, shall chair the Nominating Committee, and shall have the powers and fulfill the duties of the President in the absence or disability of that officer. The Vice President is a member of the Endowment Fund Committee during the second year of her/his term. The Vice President will be elected for a two-year term of office.

Section 3. TREASURER: The Treasurer shall receive and disburse the moneys of the Association, except for the Endowment Fund which includes the scholarship funds, subject to the direction of the Alumni Board, and shall prepare an annual budget report for the Association and present periodic statements to the Alumni Board at its regular meetings. Such funds shall be audited annually by an Auditor appointed by the Alumni Board. The Treasurer may be elected for two full, consecutive, two-year terms.

Section 4. ALUMNI ASSOCIATION ENDOWMENT FUND COORDINATOR: The Alumni Association Endowment Fund Coordinator, with the help of the Endowment Fund Committee, is responsible for overseeing the investments of the Endowment Fund and the distribution of the Scholarship and Grant Funds held by the Alumni Association. The Endowment Fund Coordinator may be elected for two full, consecutive, two-year terms.

Section 5. SECRETARY: The Secretary shall keep the minutes of the Association, the Alumni Board, and the Executive Committee, and shall have such other powers and duties as the Alumni Board may prescribe. The Secretary may be elected for two full, consecutive, two-year terms.

ARTICLE VII. COORDINATORS

Each member of the Alumni Board shall be asked by the Nominating Committee to coordinate or work on a specific area of interest to the Alumni Board. The Coordinator may choose committee members, except as provided in these bylaws. Committee decisions shall be subject to the approval of the Alumni Board.

Section 1. ADMISSIONS COORDINATOR: This Coordinator shall work closely with the College Admissions Office and Regional Representatives to assist alumni representatives in recruiting students and help in other areas as needed.

Section 2. ADVOCACY AND COMMUNITY SERVICE COORDINATOR: This Coordinator shall initiate activities which involve alumni in advocacy and community service projects and keep alumni informed of social policy issues affecting children and families.

Section 3. ANNUAL FUND COORDINATOR: This Coordinator is nominated with input from the Development Office and shall assist the Development Office in the overall coordination of the Annual Fund.

Section 4. AWARDS COORDINATOR: This coordinator shall be responsible for generating nominations and selecting, with a committee, the annual recipients of the Lucy Wheelock Award, the Alumni Anniversary Awards and the Distinguished Service Award following the stated awards criteria.

Section 5. CLASSES/REUNION/CLUBS COORDINATOR: This Coordinator shall develop lines of communication between the Association, reunion class officers and coordinators of regional clubs; encourage and support the work of class officers during reunion years and assist club coordinators in their regional activities; and assist the Alumni Office in planning Alumni Reunion Weekend.

Section 6. CONTINUING EDUCATION COORDINATOR: This Coordinator shall help alumni to continue their quest for information and knowledge useful in their daily lives and professions by promoting an exchange of ideas among alumni, Wheelock administrators and faculty, and leaders in various fields.

Section 7. GRADUATE SCHOOL ALUMNI COORDINATOR: This Coordinator shall encourage involvement with the College among master's degree alumni and current students, and act as a liaison to promote communication and insure that the College and Association activities reflect their interests and needs.

Section 8. MEMBERS-AT-LARGE: Members-at-Large are elected to help fulfill specific goals of the Alumni Association Board. No more than three members at large may serve on the Board at any one time.

Section 9. REGIONAL REPRESENTATIVES: The Regional Representatives shall serve as liaisons between the College and the Wheelock community (alumni, parents, and friends) living in their particular region. The duties of each Regional Representative shall vary depending on the size and interests of the group in the area. No more than two Regional Representatives shall serve on the Board at any one time.

Section 10. STUDENT AND RECENT GRADUATES COORDINATOR: This Coordinator shall be responsible for promoting communication and understanding between the Alumni Board, students, and recent graduates.

Section 11. STUDENT REPRESENTATIVE: Student Representatives (2) to the Alumni Association Board shall act as liaisons between the students and the alumni. It is suggested that one representative be a member of the Student Government Board.

Section 12. WAYS AND MEANS COORDINATOR: This Coordinator shall plan and implement ways and means of supporting the Association funds.

ARTICLE VIII. COMMITTEES

Section 1. ALUMNI AWARDS: This committee shall be responsible for selecting the recipients of the Distinguished Service Award, the Lucy Wheelock Award, and the Anniversary Awards. The Committee shall consist of the Committee Chairperson, the President, alumni representing the different decades, and the Alumni Director, ex officio.

Section 2. ENDOWMENT FUND: This Committee and its investment counselor shall be responsible for overseeing the Endowment Fund held by the Association. The Committee shall consist of the Coordinator, the President, the Treasurer, the Endowment Fund Treasurer, and at least two other members of the Association, appointed by the Coordinator. All money designated for the Endowment Fund (including proceeds from the sale of the Lucy Wheelock Child Center and any scholarship funds) shall be administered by this Committee or its proxy. It shall be the responsibility of the Committee to authorize its investment counselor and the Endowment Fund Treasurer to execute all necessary activities to insure the growth of the funds. All registered securities shall be registered in the corporate name of the Association, to wit: Wheelock College Alumni Association, Inc. It shall also be the duty of this Committee to budget expenditures and keep accounts of all monetary transactions with the Endowment Fund.

Section 3. NOMINATING: This committee shall be responsible for all nominations to the Alumni Board. It will be chaired by the Vice President, and the committee will consist of the immediate past President for one year, followed by the President during the second year of her/his term of office, and at least three Association members.

Section 4. ADDITIONAL COMMITTEES: The Alumni Board may establish and oversee additional committees, designating their purposes and powers.

ARTICLE IX. ALUMNI TRUSTEES

Section 1. ELIGIBILITY AND TERM OF OFFICE: The charter and bylaws of Wheelock College permit three members of the Alumni Association Board to be members of the Board of Trustees of Wheelock College. The President of the Association shall serve a concurrent two-year term as Trustee; and the other two Alumni Trustees shall each serve a term of three years. An Alumni Trustee shall not be eligible for renomination within one year of the expiration of said term. The Alumni Board of the Association shall submit to the Board of Trustees of the College for their approval the name of a qualified member of the Association to complete the unexpired term of an Alumni Trustee. No member or spouse of a member of the staff or faculty of the College shall be eligible for nomination as an Alumni Trustee.

Section 2. DUTIES: Each Alumni Trustee shall perform such duties as are prescribed by the bylaws of the Board of Trustees of Wheelock College and such other duties as are usually incident to that office. Each Alumni Trustee shall act as a liaison officer between the Association and the Board of Trustees with due recognition of the terms of the bylaws governing the procedure of each of these bodies. Alumni Trustees shall attend the meetings of the Board of Trustees of Wheelock College, of the Alumni Association, and of the Alumni Board.

Section 3. NOMINATION: The Nominating Committee shall present the name of one candidate, together with a biographical sketch, to be nominated for the available office of Alumni Trustee by the members of the Association at the Annual Meeting. The name of the candidate shall be placed on the ballot marked "to be nominated" and shall be separate from the regular slate of candidates marked "to be elected." The nomination shall follow the same procedure for election of members of the Alumni Board as provided in ARTICLE IV, SECTION 7, of these bylaws. The provision of ARTICLE IV, Section 5, with respect to the nomination of "independents" shall also be applicable in the case of each Alumni Trustee. After the candidate has been nominated by the Association, such name will then be submitted to the Board of Trustees of the College to be elected by them as provided in their bylaws, to be a member of the Board of Trustees of Wheelock College.

ARTICLE X. DIRECTOR OF ALUMNI AFFAIRS

Section 1. APPOINTMENT: The Director of Alumni Affairs is appointed by the President of the College in consultation with a designated committee of the Alumni Board and shall have administrative rank within the College. The Director of Alumni Affairs shall have direct access to the President of Wheelock College and work closely with the Alumni Association Board.

Section 2. DUTIES OF DIRECTOR: The Director of Alumni Affairs is the principal liaison between Wheelock College and its Alumni. In this capacity, the Director is responsible for reflecting and interpreting the needs of the College and the needs of the Alumni in order to create a climate mutually beneficial to the growth and vitality of Wheelock College and its Alumni.

Section 3. ALUMNI BUDGET: The Director of Alumni Affairs shall be responsible for the organization of the annual budget of the Alumni Office. The expenditure of said budget shall be controlled by the Director of Alumni Affairs.

ARTICLE XI. FUNDS

Section 1. ALUMNI OFFICE FUNDS: The annual expenses of the Alumni Office shall be reflected and covered in the budget prepared by the Director of Alumni Affairs. The Alumni Affairs Office shall work closely with the Association Treasurer to determine expenses to be covered by the Association or by the Alumni Affairs Office.

Section 2. ENDOWMENT FUND: This Fund shall consist of all money now held or hereafter received by the Association specifically for the Endowment Fund (including proceeds from the sale of the Lucy Wheelock Child Center). The principal shall be kept intact — only income shall be expended. A portion of the income shall be given annually to Wheelock College. The use of this income shall be determined by the Alumni Board on recommendation of the Endowment Fund Committee, in consultation with the President of the College.

Section 3. ENDOWMENT SCHOLARSHIP FUNDS: These funds shall consist of all money now held or hereafter received by the Association specifically for scholarship funds held by the Alumni Association. The principal shall be kept intact — only the income shall be expended. The income from the Endowment Scholarship Funds shall be given annually to Wheelock College to be allocated by the Financial Aid Office as it determines need.

Section 4. ASSOCIATION FUNDS: The Association shall maintain a fund administered by the Treasurer as directed by the Board to pay for the operating expenses of the Association. The Treasurer shall submit a budget of anticipated expenditures and income to the Board for approval each year. It is recommended that a reserve fund of three thousand dollars shall be maintained by the Association to be used at its discretion. Any expenditure of principal reserve moneys shall be replaced by accumulated interest and/or profits from Ways and Means activities. Any moneys in excess of this amount shall be expended at the discretion of the Board.

ARTICLE XII. REGIONAL ALUMNI GROUPS OR CLUBS

Section 1. ORGANIZATION: A group of graduates of Wheelock College or former students of the Lucy Wheelock Kindergarten Training School, who vote to organize with purposes in harmony with those of the Association and to abide by the provisions of this Article, shall, upon notifying the Director of Alumni Affairs of said vote, be registered as a Regional Alumni Group or Club.

Section 2. REPORTS: The list of officers/leaders shall be filed with the Director of Alumni Affairs annually in the spring. The annual report and treasurer's report of each group shall be filed with the Director of Alumni Affairs before the Annual Meeting of the Association.

ARTICLE XIII. FISCAL YEAR

The fiscal year of the Association shall begin the first day of April and end the thirty-first day of March.

ARTICLE XIV. AMENDMENTS

These bylaws may be amended by a majority vote of the members present or by written proxy at any Annual Meeting of the Association, provided notice of the proposed amendment has been sent to each member with the call to meeting.

ARTICLE XV. PARLIAMENTARY AUTHORITY

The rules contained in ROBERT'S RULES OF ORDER, REVISED, shall govern the Association in all cases to which they are applicable, and in which they are not inconsistent with the bylaws of the Association.

Wheelock College Alumni Association Board
Standing Rules

1. The agenda for each meeting should be in the hands of the Alumni Association Board members prior to that meeting.
2. Each coordinator submits the name of her/his committee members to the Alumni Office each year. (Having a working committee is a necessity to do the work of the committee, to help build an ongoing Alumni Board membership, and to broaden the base of interest in the Alumni Association.)
3. Meeting dates for the year ahead will be set at the June Board meeting.
4. Annual Reports shall be submitted in writing by the Director of Alumni Affairs, the officers, and the committee coordinators each year at least six (6) weeks prior to the Annual Meeting.
5. At the end of one's term, an Alumni Association Board member may serve as a member of any committee (not its chairperson), as chairperson of a special event, or in any capacity, except as a Board member.
6. The annual budget of the Association should be presented to the Alumni Association Board members at the June Board meeting.
7. A faculty-alumni-student speakers list should be kept current and publicized for use by alumni groups.
8. The fiftieth reunion class and beyond will be the guests of the Alumni Association for the Annual Alumni Luncheon in June.
9. Alumni Association Board members and their committees who have worked on a particular event should be exempt from charges for that event. (Voted at Alumni Board meeting, October 13, 1977.)
10. Coordinators should keep an account of all money expended by their committees. This will allow for more accurate budgetary allotments.
11. Every five years, members of the Alumni Association Endowment Committee should complete a formal evaluation of the contracted investors who manage the Endowment Fund. (1998, 2003, 2008, 2013, 2018, etc.)

12. An "Alumni Board Discretionary Fund" has been established to support members' attendance at Board meetings through providing funds for childcare and travel stipends, and to support Board projects that promote professional development or Board enrichment. (See attached Discretionary Fund policy voted on at May 1998 Board meeting.)

(Standing Rules may be amended at any Board meeting of the Association by vote of the majority of members present.)

Revised: May 1998