

**UNDERGRADUATE ALUMNAE ASSOCIATION  
OF  
SIMMONS COLLEGE**

**BYLAWS**

**June, 2016**

ARTICLE I  
NAME

The name of this corporation shall be the Alumnae Association of Simmons College (the "Association").

ARTICLE II  
PURPOSE

The Alumnae Association represents and serves all undergraduate alumnae of Simmons College (sometimes referred to herein as the "College" or "Simmons"). The purpose of the Association is to strengthen alumnae relationships with the College in order to serve and advance the interests of Simmons as an undergraduate college for women. The Association preserves the history and celebrates the accomplishments of the College and its alumnae by fostering a spirit of community among alumnae, students, faculty, and the administration.

ARTICLE III  
MEMBERSHIP

Section 1. Composition. The members of the Association (the "Members") shall consist of:

- (1) those persons who hold an undergraduate degree from Simmons; or
- (2) those persons who are former undergraduate students of Simmons who have completed in good academic standing at least the equivalent of two full years in a prescribed program and who have obtained an undergraduate degree from an accredited institution.

Section 2. Rights and Privileges. Members shall have all the rights and privileges of membership including, but not limited to, the right to vote, to hold office, to nominate persons to serve as Elected Directors and Officers (each as defined herein) and to serve on committees of the Association.

ARTICLE IV  
EXECUTIVE BOARD

Section 1. Powers. All of the powers of the Association shall be exercised by or under the authority of the Executive Board, which shall be responsible for setting its policies and supervising the direction and management of its affairs and shall perform such other duties as provided in these Bylaws, except as otherwise provided by law or the Articles of Association. The Executive Board may act on any matter even if there are one or more vacancies on the Executive Board.

Section 2. Composition. The Executive Board shall consist of the following:

a. Voting Members. The voting members of the Executive Board shall be composed of the Elected Directors, the Directors at Large, if any, and the Officers (each as defined below).

b. Non-voting Members. Student representatives, honorary members of the Board, Non-Director Committee members, and the Executive Director of the Office of Alumnae/i Relations for the College shall be ex-officio, non-voting members of the Executive Board.

Section 3. Nomination and Election. The Nominating Committee shall present a slate of Executive Board members for election by the Association at the Annual Meeting of the Members.

Section 4. Duties. The Elected Directors, Directors at Large and the Officers shall perform all duties pertaining to their office as determined in the roles and responsibilities documents and policies of the Association currently in effect.

Section 5. Number of Directors.

a. Elected Directors.

(1) There shall be a minimum of six (6) elected Directors (the “Elected Directors”). The Members may elect from time to time additional Elected Directors of the Association.

(2) Each Elected Director shall serve for a term of three (3) years and until their successors are chosen and qualified. Such terms shall be staggered so that approximately one-half of the total number of Elected Directors shall be elected at each Annual Meeting of the Members. No Elected Director shall serve more than two (2) consecutive terms.

b. Directors at Large.

(1) The President, with approval of the Executive Board, may appoint up to five (5) additional Directors (each a “Director at Large” and collectively, “Directors at Large” and together with the Elected Directors, the “Directors”) to fulfill and carry out such duties and responsibilities as shall be determined by the Executive Board.

(2) Directors at Large, if any, shall hold office, except as otherwise herein provided, for a term of two years. No Director at Large shall serve more than one (1) term.

Section 6. Eligibility. Any Member in good standing shall be eligible to serve as a Director or Officer, or appointed Director at Large.

Section 7. Vacancies. Vacancies in the office of Directors or Officers, except for President, however occurring, may be filled by the Executive Board for the unexpired term.

Section 8. Resignation and Removal.

a. Resignation. Any Director or Officer may resign at any time by delivering her written resignation to the President, and such resignation shall be effective upon receipt unless it is specified to be effective at some other time or upon the happening of some other event.

b. Removal. The Executive Board may remove any Director or Officer for cause by two-thirds (2/3) vote of all voting members of the Executive Board then in office, at any regular or special meeting of the Executive Board, provided that a statement of the reason or reasons shall have been mailed by registered mail to such person proposed for removal at least thirty (30) days before any final action is taken by the Executive Board. This statement shall be accompanied by a notice of the time when, and the place where, the Executive Board is to take action on the removal. The Director, or any Officer, as the case may be, shall be given an opportunity to be heard and the matter considered by the Executive Board at the time and place mentioned in the notice.

ARTICLE V  
OFFICERS OF THE EXECUTIVE BOARD

Section 1. Designation. The officers of the Association shall consist of a President, Vice President, Secretary, and Treasurer (the “Officers”).

Section 2. Election of Officers. Except as otherwise provided by law, the Articles of Association or these Bylaws, the Officers shall be elected by the Members at the Annual Meeting to serve for a term of three (3) years and until their successors are chosen and qualified. Consecutive term restrictions for Officers will be determined at the discretion of the President.

Section 3. Rotation. The President and Vice President shall be elected in years opposite the Secretary and Treasurer, if possible.

a. President. The President shall be the chief executive officer and, subject to the directions of the Executive Board, shall have general charge and supervision of the affairs of the Association; shall preside at all meetings of the Members and the Executive Board; shall be an ex-officio member of all committees except the Nominating Committee; and shall have such other powers and perform such other duties as may be designated by the Executive Board. In addition to the President’s three (3) year term, the President shall serve for one (1) year as “President Elect” prior to beginning her term as President. The incoming President shall be selected and recommended to the Board by the outgoing officers. This “President Elect” year may be served concurrently with a Directorship or Officer position for sitting Board members. The “President Elect” shall be selected by a committee comprised of the sitting President

of the Alumnae Association; a Director of the Simmons College Office of Alumnae/i Relations; and an additional member of the Simmons College Board of Trustees.

b. Immediate Past President. Following the President's three year term, the President shall serve as a non-voting advisor to the President and the Board for one year.

c. Vice President. The Vice President shall serve as an active aide to the President; ; shall assume the duties of the President in the absence of the President; shall fill the office of presidency for the unexpired term in the event of a vacancy in that office; shall serve as Chair of the Bylaws Committee; and shall have such other powers and perform such other duties as may be designated by the President or the Executive Board. The incoming Vice President shall be selected and recommended to the Board by the President Elect, and shall be voted onto the Board by the Alumnae Association.

Section 4. President Succession. In cases of temporary absence of the President, the succession shall be Vice President, Treasurer, and then Secretary. In the event that the elected President is unable to fulfill her term, the Vice President shall become President, until the end of the President's pre-determined term, at which point the President Elect will become President.

## ARTICLE VI

### ALUMNAE MEMBERS OF THE SIMMONS COLLEGE BOARD OF TRUSTEES

Section 1. Eligibility for election to Simmons Board of Trustees. The Bylaws of the Simmons Corporation permit that, at the discretion of the Board of Trustees, the President of the Association shall be eligible to serve as a Trustee for her term of office. It is expected that, if asked to serve as a Trustee by the Simmons Board, the President of the Association will so serve and will fulfill the duties of a Simmons Trustee during her term of office. Alumnae who serve on the Simmons College faculty or administrative staff are not eligible to serve as President of the Alumnae Association and as such the appointed Trustee of the Board of Trustees. All other voting members shall be eligible candidates. Candidates must meet the criteria set by the Board of Trustees' Committee on Trusteeship and Governance, however this Trustee shall be exempt from any specific philanthropic requirements or expectations set by the Board of Trustees.

Section 2. Duties. The Alumnae Association President shall attend meetings of the Board of Trustees and shall accept assignments to and responsibility for Membership on such Board of Trustees committees as designated by the Chair or Vice Chair of the Board of Trustees or by the Chair of the Trusteeship & Governance Committee.

Section 3. Liaison. The Alumnae Association President shall serve as liaison between the Association and the Board of Trustees; she shall report on a timely basis to the Executive Board and to the Membership, and Association the activities of the Board of Trustees to the extent that she may be permitted to do so, consistent with the principles of confidentiality that govern the operation of the Simmons Board of Trustees.

Section 4. Vacancies. In the event of a vacancy in the office of the President of the Alumnae Association, the Vice President will become the President and carry out the responsibilities of the President for the remainder of the unexpired term. In such a situation, this Vice President remains eligible to serve a full term as President in the future, even after serving a partial term left vacant by the previous President.

ARTICLE VII  
MEETINGS OF THE EXECUTIVE BOARD

Section 5. Regular Meetings. There shall be at least four (4) regular meetings of the Executive Board each year, one of which shall be the Annual Meeting of the Members. Notice shall be given to each Member of the Executive Board at least 15 days prior to the date of every regular meeting of the Executive Board. Stipulation of the annual Executive Board calendar shall fulfill the requirement for notice. All notices shall conform to the applicable requirements of Section 3(c) of this Article VII.

Section 6. Special Meetings. Special meetings of the Executive Board may be called by the President or by a majority of the Executive Board by filing a written request for such special meeting with the President and stating the purpose, date, and hour therefore. Due notice of special meetings shall be given seven (7) days prior to such special meeting. Notice shall be given in the manner set forth in Section 3(c) of this Article VII.

Section 7. Meetings.

a. Executive Board Quorum. One-half plus one (1) of the Directors and Officers then in office, excluding any individual on leave of absence, shall constitute a quorum for the transaction of business at any regular or special meeting of the Executive Board except as otherwise required by these Bylaws. Voting is by majority except where a larger vote is required by law, the Articles of Association or by these Bylaws.

b. Meeting Format. The Executive Board shall select its own meeting format in any method allowed by the laws of the Commonwealth of Massachusetts. Any such meeting, whether regular or special, which complies with Sections 1 or 2 of this Article VII, shall constitute a meeting of the Executive Board and shall subscribe to the policies, procedures, and rules adopted by the Executive Board.

c. Meeting Notice. Notice of all regular and special meetings of the Executive Board, an agenda of all items to be discussed at such meetings, and agenda support materials, if any, shall be made available to all members of the Executive Board prior to the meeting. Notice shall be in writing unless oral notice is reasonable under the circumstances. Notice by electronic transmission is written notice. Notice may be communicated in person, by telephone, voicemail, by facsimile, by mail, by electronic transmission, or by messenger or delivery service. Any Director or Officer may waive notice of any meeting. The attendance of a Director or Officer at any meeting also shall constitute a waiver of notice of such meeting, except where a Director or Officer attends

a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

d. Action by Written Consent. Any action required by the Executive Board may be taken without a meeting, if all Directors and Officers receive notice of said proposed action in writing, and all Officers and Directors consent thereto in writing. Response to the information shall constitute a waiver of notice requirements. The responses shall be filed with the minutes of proceedings of the Executive Board and maintained in the official files.

e. Participation by Telephone Conference. Members of the Executive Board may participate in a meeting of the Executive Board by means of a telephone conference or similar communications equipment that permits all person participating in the meeting to hear each other at the same time, and participation by such means shall constitute presence in person at a meeting.

f. Proxy and Alternates. Voting by Directors or Officers by proxies shall not be permitted. An absentee Executive Board member may not designate an alternate to represent her at an Executive Board meeting.

## ARTICLE VIII MEETINGS OF THE MEMBERSHIP

Section 1. Annual Meeting. There shall be one (1) regular meeting of the Membership, the Annual Meeting, held each year at such place, date and time as may be determined by the Executive Board. The purposes for which the Annual Meeting is to be held, in addition to those prescribed by law or by these Bylaws shall be specified by the Executive Board or the President.

Section 2. Special Meetings. Special meetings of the Members may be called by the President or the Executive Board. Special meetings shall be called by any other Officer, upon the written request of at least fifty (50) Members of the Association. The call for the meeting shall be in writing and shall state the place, date, time and purposes of the meeting. Only the business included in the call of the special meeting shall be transacted at the special meeting.

Section 3. Notice of Meetings. A written notice of the place, date and time, and in the case of a special meeting, the purpose of the meeting, shall be given at least thirty (30) days prior to the date of the meeting to each Member. Written notice may be given by facsimile, electronic transmission, by mail or by messenger or delivery service to a Member at her address as it appears in the records of the Association.

Section 4. Quorum. A quorum at any meeting of the Membership shall consist of fifty (50) Members, which shall include four (4) members of the Executive Board.

Section 5. Voting. At all meetings of the Members, each Member shall be entitled to one vote, either in person or by proxy. Other than the election of Elected Directors and Officers, when a quorum is present at any meeting, the vote of a majority of the Members present in person or by proxy and entitled to vote on a matter shall decide any matter to be voted on by the Members, except where a larger vote is required by law or these Bylaws. Elected Directors and Officers shall be elected by a plurality of the votes cast at which a quorum is present. No ballot shall be required for any election unless requested by a Member present in person or by proxy. Members may vote by written proxy dated not more than six months before the meeting named therein, which shall be filed with the Secretary of the meeting before being voted. A proxy purporting to be executed on behalf of a Member shall be deemed valid unless challenged at or prior to its exercise and the burden of proving invalidity shall rest on the challenger.

Section 6. Action by Written Consent. Any action to be taken at any Annual Meeting or special meeting of the Members may be taken without a meeting if all the Members entitled to vote on the matter consent to the action in writing and the written consents are filed with the records of the meetings of the members. Such consents shall be treated for all purposes as a vote at a meeting.

## ARTICLE IX COMMITTEES

Section 1. Establishment and Operation of Committees. The Executive Board shall establish such committees and task forces as advisable without compromising the Executive Board's authority and in keeping with the policies established by the Executive Board. The Executive Board may delegate to such committees some or all of its powers except those which by law, the Articles of Association or these Bylaws may not be delegated. The President shall appoint committee chairs. All committees and task forces shall operate in accordance with the roles and policies established by the Executive Board.

Section 2. Standing Committees. The Executive Board shall have the following Standing Committees:

Alumnae Representation and Regional Programming; chaired by a Director  
Awards; chaired by a Director  
Executive Board Nominations; chaired by a Director  
Strategic Planning; chaired by the President and Vice President  
Bylaws; chaired by the Vice President  
Diversity; chaired by a Director  
Athletics, chaired by a Director  
Career and Life Transitions, chaired by a Director  
Student Outreach, chaired by a Director



ARTICLE X  
FISCAL YEAR

The Fiscal Year of the Association shall be from July 1 through June 30 inclusive.

ARTICLE XI  
PARLIAMENTARY PROCEDURE

The rules contained in the current edition of Robert's Rules in Plain English, Second Edition shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with these Bylaws or any special rules of order of the Association.

ARTICLE XII  
AMENDMENTS

These Bylaws may be altered, amended or repealed, in whole or in part, at any meeting of the Association by the affirmative vote of two-thirds (2/3) of the Members present and voting at any meeting, provided that the amendment shall be published with the notice of the meeting at which the amendment is to be proposed. The Executive Board may alter, amend or repeal, in whole or in part, any part of these Bylaws (other than this Article XII, or Section 6 of Article XIII to the extent it relates to indemnification of Directors). Notwithstanding the foregoing, the Executive Board shall not take any action unless permitted by law. Not later than the time of giving notice of the meeting of the Association next following the making, amending or repealing by the Executive Board of any Bylaw, notice thereof stating the substance of such change shall be given to all Members entitled to vote on amending the Bylaws. Any amendment or repeal of these Bylaws by the Directors may be amended or repealed by the Members.

ARTICLE XIII  
MISCELLANEOUS PROVISIONS

Section 1. Conflict of Interest. Any director, officer or key employee who has an interest in a contract or other transaction presented to the Executive Board or a committee thereof for authorization, approval, or ratification shall make a prompt and full disclosure of her interest to the Executive Board or committee prior to its acting on such contract or transaction. Such disclosure shall include any relevant and material facts known to such person about the contract or transaction, which might reasonably be construed to be adverse to the Association's interest. The body to which such disclosure is made shall thereupon determine, by a vote of at least seventy-five percent (75%) of the votes entitled to vote, whether the disclosure shows that a conflict of interest exists or can reasonably be construed to exist. If a conflict is deemed to exist, such person shall not vote on, nor use her personal influence on, nor participate in (other than to present factual information or to respond to questions) the discussions or

deliberations with respect to such contract or transaction. Such person may be counted in determining whether a quorum is present but may not be counted when the Executive Board or a committee of the Executive Board takes action on the transaction. The minutes of the meeting shall reflect the disclosure made, the vote thereon and, where applicable, the abstention from voting and participation, and whether a quorum was present.

Section 2. Resident Agent. The Directors may appoint a resident agent upon whom legal process may be served in any action or proceeding against the Association. Said resident agent shall either be an individual who is a resident of and has a business address in Massachusetts, a corporation organized under the laws of Massachusetts, or a corporation organized under the laws of another state of the United States, which has qualified to do business in, and has an office in Massachusetts.

Section 3. Corporate Records. The original or attested copies, of the By-laws and records of all meetings of the members shall be kept in Massachusetts at the principal office of the corporation, or at an office of its Secretary or resident agent. Said copies and records need not all be kept in the same office. They shall be available at all reasonable times for the inspection of any member or director for any proper purpose.

Section 4. Voting of Securities. Unless otherwise provided by the Directors, the President or Treasurer may waive notice of and act on behalf of the Association, or appoint another person or persons to act as proxy or attorney in fact for the Association with or without discretionary power and/or power of substitution, at any meeting of shareholders of any other corporation or organization whose securities are held by the Association.

Section 5. Execution of Instruments. All deeds, leases, transfers, contracts, bonds, notes and other obligations to be entered into by the Association in the ordinary course of its business without director action, may be executed on behalf of the corporation by the President or the Treasurer.

Section 6. Indemnification of Directors and Officers. The Association shall indemnify its Directors and Officers, and may indemnify other agents on a case by case basis in light of the facts and circumstances relating to a particular claim, against damages to the fullest extent permitted by the law of the Commonwealth of Massachusetts. The Association shall indemnify its Directors and Officers, and may indemnify other agents, against liability, including reasonably incurred expenses, incurred in connection with any proceeding of the Association or for any statement, vote, decision, or failure to take an action, regarding organizational management or policy if she acted in good faith and in a manner she reasonably believes to be in, or not opposed to, the best interests of the organization, unless:

a. The Director or Officer breached or failed to perform her duties as an Director or Officer; and

b. The Director's or Officer's breach of, or failure to perform, her duties constitutes:

(1) a violation of criminal law, unless the Director or Officer had reasonable cause to believe her conduct was lawful or had no reasonable cause to believe her conduct was unlawful; or

(2) a transaction from which the Director or Officer derived an improper personal benefit, either directly or indirectly; or

(3) recklessness or an act or omission which was committed in bad faith or with malicious purpose or in a manner exhibiting wanton and willful disregard of human rights, safety, or property.

Section 7. Annual Investment Review. On an annual basis, the Treasurer must enlist an investment professional to review the financial goals and any investments held by the Alumnae Association. This investment professional shall make appropriate recommendations for changes, taking into account fees and tax implications, as well as alignment with objectives of the Association. These recommendations shall be presented to the Board for a vote before implementation.