

Wellesley Latina Alumnae Network PROPOSED BYLAWS

ARTICLE I - NAME AND PURPOSE

The name of the organization will be **Wellesley Latina Alumnae Network (WLAN)**. The purpose of WLAN shall be to strengthen the connection of alumnae of Latina/Hispanic¹ descent to each other, to the College, and to current as well as prospective students. WLAN supplements the connections of Wellesley College Alumnae Association (WCAA) Clubs and Classes.

ARTICLE II - MEMBERSHIP AND COMPOSITION

Section 1. Active Members. Any alumna of Wellesley College, as defined by the WCAA Bylaws, who is of Latina/Hispanic descent and/or self-identifies as a Latina is considered an active member of Wellesley Latina Alumnae Network, unless she notifies the WCAA office otherwise. Any alumna of Wellesley College who is not of Latina/Hispanic descent but principally identifies with the experience of people of Latina/Hispanic descent may be an active member of WLAN upon request.

Section 2. Associate Members. Persons listed below shall be considered an associate member of the group:

- a) Any past or present member of the faculty or administration of Wellesley College
- b) Any non-Wellesley family member of a Wellesley student, past or present

Associate members are non-voting members of WLAN but may serve on advisory panels, committees, and are entitled to receive information.

Section 3. Honorary Members. Any person nominated for honorary membership by the Governing Board of WLAN may become an honorary member upon election by a two-thirds majority of the votes cast by formal ballot by the membership. Honorary members are non-voting members of WLAN.

ARTICLE III - GOVERNING BOARD AND OFFICERS

Section 1. Governing Board Composition. The administration and general management of WLAN will be vested in a Governing Board, composed of elected officers and regional representatives. The Governing Board shall be no more than 18 members. At least two of those members should be young alumnae less than five years post Wellesley graduation. The majority (50% + 1) of the Governing Board shall be composed of Wellesley alumnae who identify as Latina/Hispanic.

¹ The terms "Hispanic" and "Latina" are used interchangeably by the U.S. Census Bureau and throughout this document to refer to persons of Mexican, Puerto Rican, Cuban, Central and South American, Dominican, Spanish, and other Hispanic descent; they may be of any race.

Section 2. Qualifications and Tenure of Governing Board Members. Any person who is an active member of WLAN may serve on the Governing Board. Governing Board members shall serve for a three-year term. No governing board member may serve more than two full terms in the same position.

Section 3. Officers. WLAN officers shall be a President, Vice president for Communications, Vice President for Membership, Vice President for Programs, Secretary and Treasurer.

Section 4. Duties of Officers

a. President. The President will provide the executive leadership to the organization. The President shall call and preside over meetings of the governing board and the membership. She shall keep herself informed of College and WCAA activities and policies and ensure the information is disseminated appropriately to WLAN. She acts as a liaison between WLAN and the WCAA and submits an annual report of the organization's activities to the WCAA office as required. In consultation with the Governing Board, she shall appoint the chairs of all committees. She shall serve *ex officio* on all committees, except the nominating committee.

b. Vice President for Programs. The Vice President for Programs oversees the program activities of the organization in furtherance of its mission and purpose. She works closely with regional and local representatives to plan and implement WLAN programs. She maintains a calendar of activities and provides this information to the Vice President of Communications for inclusion in appropriate communications vehicles. The Vice President for Programs fulfills the duties of the president in her absence.

c. Vice President for Membership. The Vice President for Membership is responsible for promoting and enhancing the participation of members in WLAN through creative and effective member recruitment, tracking, and engagement initiatives. In addition, she will be responsible for board development. Activities will include but not be limited to the cultivation of graduating seniors, outreach to lost members, maintenance of a comprehensive networking directory of active members, and development of tangible membership benefits.

d. Vice President for Communications. The Vice President for Communications oversees the organization's communication vehicles, including websites; newsletters, emails and/or blogs. She prepares and submits WLAN notes for the Wellesley magazine. She works with the other Governing Board members to collect and appropriately disseminate information about WLAN, the College, WCAA, and campus activities.

e. Secretary. The Secretary shall preserve all minutes, notices and copies of communications, publications and documents of importance to WLAN. She shall oversee the Governing Board election process.

f. Treasurer. The Treasurer shall oversee all WLAN financial matters, including dues, gifts, bank accounts, investments, reimbursements and fundraising efforts. She shall prepare and submit periodic financial statements and an annual financial report to the President, Governing Board and the WCAA Office and shall file appropriate tax forms, as required by the IRS.

Section 6. Regional Representatives. Regional Representatives to the Governing Board shall be elected by a majority vote of WLAN members residing in the region, including international regions. The Regional Representative shall be the liaison between the Governing Board and the members in the region and, at a minimum, shall promote WLAN, help plan and implement activities, and facilitate communication among members, WCAA clubs and others in the region. The Governing Board shall determine the number and boundaries of the regions, including international regions, and shall make adjustments in the regions when necessary.

Section 7. Resignation and Removal. Any WLAN Governing Board member may resign with a written resignation delivered to the President and Secretary of the organization. Such resignation is effective upon receipt unless it is specified to be effective at a later time. Any WLAN Governing Board member may be removed, with or without cause, by affirmative vote of all other members of the Governing Board. The Governing Board shall have the authority to fill any vacancies for the remainder of the term.

ARTICLE IV - COMMITTEES

Section 1. Standing Committees. There shall be the following standing committees:

a. Nominating Committee. It shall be the duty of this committee to nominate a slate of candidates for officers and regional representatives. The President in consultation with the Governing Board shall appoint the chair of the Nominating Committee.

b. National Programs Committee. The Vice President for Programs shall chair the National Programs Committee. It is the duty of the committee to plan and implement national programs and activities, including Wellesley Reunion WLAN events, and to share best practices for programs among the regions.

c. Finance Committee. The Treasurer shall chair the Finance Committee. The Finance Committee will be responsible for financial oversight of WLAN, including preparation of budgets and review of any required financial reports or audits of WLAN.

Section 2. Special Committees. The President in consultation with the Governing Board may appoint special committees and designate their purpose and term.

Section 3. Associate Members. Associate members may serve on Standing and Special Committees.

ARTICLE V – MEETINGS

Section 1. Governing Board Meetings. The Governing Board shall meet at least twice a year either in person, by telephone, or other electronic means where a dialogue can be conducted. Telephone conference calls are a valid substitute for meetings in person. Meetings of the Governing Board shall be held whenever called by the President or any other officer. Two-thirds of the Governing Board shall constitute a quorum.

Section 2. WLAN Meetings. There shall be one meeting of WLAN annually. Meetings may be in person or by electronic or other virtual means, or other electronic means where a dialogue can be conducted.

Section 3. Special Meetings and Resolutions. The Governing Board may call special meetings, to be held whenever and wherever it designates or may instead submit resolutions to WLAN members by mail (including electronic mail). Both require the Secretary to mail a notice of the board's action to WLAN members before the meeting. In the case of a special meeting, the notice shall state the meeting's time, place and purpose; in the case of a meeting by mail, the notice shall be accompanied by a ballot and shall set forth the text of each resolution, briefly stating its effect and purpose. The notice must be mailed to WLAN members at least 45 days before: a) the date of the meeting or b) the date by which completed ballots must be received in order to be counted.

Section 4. Quorum. A quorum shall consist of WLAN members present at regular and special meetings for which notices have been mailed to all members. A simple majority is required for passage.

Article VI - NOMINATIONS AND ELECTIONS

Section 1. Nominations. The Nominating Committee shall nominate a slate of candidates for officers and regional representatives. Nominations for officers may also be made by at least 15 members of WLAN and submitted to the Nominations Committee at least 45 days before the election is scheduled to take place. Nominations for regional representatives may also be made by at least 5 members of WLAN in the region and submitted to the Nominations Committee at least 45 days before the election is scheduled to take place. The complete list of candidates shall be posted before the election is held.

Section 2. Elections. All officers shall be elected by a plurality of all votes cast. All regional representatives shall be elected by a plurality of votes cast by WLAN members residing in the region.

ARTICLE VII - FINANCES

Section 1. Dues. Annual dues shall be set by the Governing Board each year after a review of the organization's proposed programs and finances. As WLAN must be self-supporting, all members are encouraged to be financially supportive. Payment of dues is not a requirement for membership except for Governing Board members who are required to pay annual dues.

Section 2. Fiscal Year. The fiscal year of this organization shall coincide with the WCAA's July 1-June 30 fiscal year.

Section 3. Contributions. The opportunity to contribute generally to WLAN or to specific projects of WLAN is available at any time. The Governing Board may establish special designations to recognize financial contributors.

Section 4. Bank Accounts. All bank accounts shall stand in the name of WLAN with funds payable on order of the treasurer or president whose signatures shall be kept on file with the bank. A record of all account numbers and locations shall be supplied to the WCAA Office to be kept in the permanent WLAN file.

ARTICLE VIII - COMPLIANCE WITH WCAA

To maintain the status as an Affinity Group of Wellesley College Alumnae Association and be officially recognized, WLAN must be renewed with the WCAA at the time and frequency determined by the WCAA. WLAN shall comply with all requirements established by the WCAA for Affinity Group renewals and operations.

ARTICLE IX - LIMITATIONS

Section 1. Purpose. The organization is organized and shall be operated exclusively for charitable and educational purposes as a supporting organization of the Wellesley College Alumnae Association.

Section 2. Activities. WLAN shall not circulate propaganda or otherwise attempt to influence legislation, nor shall it participate in, or intervene in, any political campaign on behalf of a candidate for public office (including the publishing or distributing of statements). WLAN shall not perform any other activities not permitted by (a) a corporation exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States internal revenue law) or (b) a corporation, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States internal revenue law).

ARTICLE X – AMENDMENTS

This constitution may be amended at any business or special meeting provided that:

- 1) Notice of the proposed amendment is provided to WLAN membership at least 45 days before the meeting at which action is to be taken, and
- 2) Two-thirds of the ballots cast favor the amendment.

ARTICLE XI – DISSOLUTION

If WLAN is not renewed by the WCAA or voluntarily is dissolved by its members, all of its net assets shall be distributed to the College to be used for a purpose specified in writing by the Governing Board at the time of dissolution.