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2024 Slate of Nominees for Alumnae Association Board and Committee Positions

The Alumnae Association Nominating Committee respectfully submits the following slate of candidates for election at the 152nd Annual Meeting, to be held on May 18, 2024. Each candidate has been fully informed of the responsibility and rights of the position and has indicated consent to serve if elected. Members may submit additional nominations as outlined in the bylaws.

Terms are 2024-2027 except as specifically noted.

Board of Directors Positions

Finance Committee Chair/Treasurer

Shelly (Xiaosong) Wu '93, San Diego, CA. Lead, Shelly Wu Real Estate Group with Berkshire Hathaway; currently managing partner of real estate investment group; previously senior vice president and associate at Lehman Brothers and Credit Suisse in New York, Hong Kong, Tokyo and London. Class: current class scribe; former reunion committee member and class agent. Mount Holyoke Club of San Diego: member; Mount Holyoke Club of Great Britain, former young alum representative.

Nominating Committee Chair

Alessandra (Ally) P. Hickson '09, New York, NY. Strategist, marketing and communications, Apple. MA, journalism, New York University. Association: current member, Nominating Committee; former member, Communications Quarterly Committee. Mount Holyoke Club of Northern California: current alum representative assistant; Mount Holyoke Club of New York City: former alum representative assistant, former alum rep., former alum representative book award sponsor; Mount Holyoke Club of Philadelphia: former alum representative assistant, former alum rep book award sponsor. Awards: Harriett Newhall Fellow 2008.

Alum Trustee

Oyinade Ogunbekun Weilock '07, Santa Monica, CA. Strategy lead, Apple. MBA, Washington University in St. Louis. Mount Holyoke Club of Southern California: vice president. Other volunteer: chair, Health Awareness Committee, Nigerians in the Diaspora Organization, Washington, DC.

Non-Board Committee Positions

Alum Trustee Nominating Committee

Tamara Dews '06, London, England. London Stock Exchange, head of business management. MBA, New York University, Stern School of Business. Certificate in Law, New York University. Association: Board of Directors young alum representative, 2011-2014; Alum C2C Task Force member 2013-2014. Class: current co-president, former reunion chair. Mount Holyoke Club of New York City Club: former vice president, young alum chair, officer; Mount Holyoke Club of the Capital District and Mount Holyoke Bronx Region Club: former alum representative Assistant. Awards: Mary Lyon Award 2017, Weissman Center Annual Award 2006, Frederick and Elsa Sell Scholar 2004.

Lisa Utzinger Shen '02, Cambridge, MA. Harvard University, research and evaluation fellow. Ed.D. and M.Ed., Harvard Graduate School of Education. Association: member, Nominating Committee, 2016-2019; member, College Fellowship Committee, 2011-2012; Board of Directors young alum representative, 2005-2008. Class: current class agent; former Nominating Committee member, class agent, reunion gift caller. Mount Holyoke Club of Boston: former Nominating Committee Chair, president, alum representative, young alum chair. Awards: Mary Lyon Award, 2009; Young Alum Loyalty Award, 2008; Maurice L. Rabbino Award, 2002; McCullough International Studies Program, 2000; Paul F. McGuire Bequest Fund, 2000.

Classes and Reunions Committee

Caissa McClinton Hadash '97, Jupiter, FL. Content manager, marketing/operations specialist, Caissa Consulting Services. M.Ed., Bilingual/ESL/Multicultural Education Curriculum Studies, University of Massachusetts. Class: current co-scribe; former president, reunion chair, co-scribe. Mount Holyoke Club of Berkshire County, member. Admissions rep: Dade County Alum Club; Mexico alum region, Chicago alum region.

Phoebe O. Murtagh '21, Chicago, IL. Dog walker; former communications coordinator, Leaders of the Free World. Association: Gates Task Force. Class: current communications chair, former scribe. Other volunteer: Discovery Squad, Field Museum.

Clubs and Groups Committee

May (Zhaoyuan) Chen '21, San Francisco, CA. Data and policy analyst, Acumen

LLC. MPP, Data Analytics Certificate, University of Chicago. Class: former treasurer; MHC Club of Northern California, board member. Other volunteer: Student Ambassador, 1000 Dreams Club.

Community and Belonging Committee

Quanita R. Hailey FP'14, Brooklyn, NY. Staff chaplain, New York Presbyterian Brooklyn Methodist Hospital. MSW candidate, Touro University, June 2024; MDiv Union Theological Seminary, 2018. College: founder, Trailblazers of Color Leadership Conference. Award: Braun Catalyst for Change Award, 2014.

Yvonne Williams Neal '95, Washington, DC. Production assistant, Marigold & Grey Gifting. Certificate, Ethics in Management, Florida International University. MPA, ethnic studies, University of West Florida. Class: president; former member, Nominating Committee. Washington, D.C., Alum Club: former membership chair; Mount Holyoke Club of Cape Cod: former director at large. Broward County Alum Club: former alum representative, former alum admission representative. Dade County Alum Club: former alum representative assistant, former book award chair. Tallahassee Alum Region: former book award chair, former alum representative assistant, former president.

External Achievement Awards Committee

Viviana Mauri Ibarra '14, Pasadena, CA. Former senior executive assistant in diversity, equity and inclusion at Warner Bros. Discovery. MA, Entertainment Industry Management, Carnegie Mellon University. Multi Cultural Women's Executive Leadership Program Certificate, Dr. Yasmin Davidds Leadership Institute in partnership with USC Business School. College: admissions rep assistant, Los Angeles; Other Volunteer: National Alumni Advisory Council Member, Resume Coach and Dynamic Assessment Process Observer, The Posse Foundation.

Lisa A. Kroll '88, Richmond, VA. Branch manager, Glen Allen Branch Library. MLS, Catholic Univ. Class: former Nominating Committee member, reunion welcome/hospitality chair, treasurer, website coordinator. *Term: 2024-2025.*

Michelle Yun Mapplethorpe '96. Weston, CT. Executive Director, Katonah Museum of Art. MA, art history, Columbia University. College: member, Art Museum Advisory Board.

Fellowship Committee

Karen E. Hodges '92, Kelowna, British Columbia, Canada. Professor of biology, University of British Columbia. Ph.D., ecology, conservation and preservation,

University of British Columbia. Awards and Honors: National Science Foundation Fellowship. *Term: 2024-2026.*

Internal Achievement Awards Committee

Joan Ford Mongeau '80, Gloucester, MA. Executive director, Malden Chamber of Commerce. MBA, Boston College. Association: Volunteer Stewardship Committee, Nominating Committee. Class: president, head class agent. Mount Holyoke Club of North Shore MA: president. College: Annual Fund Committee, Alum Development Committee. Award: Medal of Honor, 2010.

Linda Ing Phelps '86, Manhasset, NY. Manager, credit analysis and valuation group, National Association of Insurance Commissioners. MBA, Columbia University. Association: Board treasurer/Finance Committee chair; member, Finance Committee, strategic planning ad hoc Committee. Mount Holyoke Club of New York City: vice president, treasurer. Award: Medal of Honor, 2011.

Nominating Committee

Holly Hughes '75, New York, NY. Freelance editor/writer (food/travel writing). Association: member, Nominating Committee (2021-24), External Achievement Awards Committee (2009-12); Quarterly Committee (1979-82) and chair (1982-85). Class: former reunion co-chair. Mount Holyoke Club of New York City: former vice president. *Term: 2024-2025.*

Nilufer Lakhani '07, Houston, TX. Manager, Gessner Kiddie Kollege. MBA, Pepperdine University.

Nancy G. Rosoff '78, Malvern, PA (one-year term extension). MA, history, West Chester University; PhD, history, Temple University. Retired, former university dean and high school teacher. Association: member, Nominating Committee; former member and chair, External Achievement Awards Committee (2011-14). Class: current social media co-chair, class agent; former member and chair, Nominating Committee. Mount Holyoke Club of Philadelphia: member/planning committee. College: member, Mount Holyoke Fund Committee. Awards: Loyalty Award; National Endowment of Humanities Fellowship; Mount Holyoke Student Leadership Award. *Term: 2024-2025.*

Martha A. Segovia '13, Snoqualmie, WA. Associate strategy manager, experience innovation, Starbucks. Mount Holyoke Club of New York City: former program committee member; Mount Holyoke Club of Philadelphia: former alum admission representative. Brooklyn Alum Region: former alum representative assistant; Lancaster Alum Region: former alum representative book award sponsor, alum

representative assistant; Seattle Alum Region: former alum representative assistant.

Volunteer Experience Committee

Anne Mercogliano '04, San Francisco, CA. CEO, Gretchen Rubin Media. MBA, Duke University. Class: former secretary/VP. College: current member and former Young Alum Rep, Art Museum Advisory Board. Other volunteer: Planned Parenthood Federation Product and Innovation Council; Board Member of NIAD Art Center; Planned Parenthood Northern California Fundraising committee; Member of Live Oak School Advancement Committee; board member and former co-chair, San Francisco Women's March.

Zoe Zelkowitz '19, New York, NY. Accounts strategist, Google. Class: former social chair.

2024 Bylaws Update Recommended by the Alumnae Association Board

The Board of Directors submits the following bylaws to the Alumnae Association membership for consideration in advance of the Annual Meeting on May 18, 2024. The Board periodically reviews and updates the Association's bylaws to ensure they are in keeping with best practice and current regulations.

Bylaws

» Article I: Introduction

Introduction

Section 1. Name and Purpose. The name and purpose of this corporation (the "Association") shall be as set forth in the Articles of Organization.

Section 2. Location. The principal office of the Association in the Commonwealth of Massachusetts shall be located at 50 College Street, South Hadley, on the date of the adoption of these Bylaws. The directors may change the location of the principal office in the Commonwealth of Massachusetts effective upon filing a certificate with the Secretary of the Commonwealth.

Section 3. Corporate Seal. The corporate seal shall be a disc bearing the name of the Association and the years of the founding and incorporation of the Association.

Section 4. Official Publication. The Association shall have an official publication (the "Association's Official Publication"), known as the Mount Holyoke Alumnae Quarterly as of the date of these Bylaws.

» Article II: Membership

Membership

Section 1. Composition. The Membership of the Association shall be composed of Voting Members and Honorary Members.

1. *Voting Members.* Voting Members shall be all former students of Mount Holyoke College (the "College") who have completed a certificate program or who have completed two transcribed semesters in a degree program, and any other former student of the College who, after making written application to the Association, is accepted as a Voting Member by the Board of Directors of the Association (the "Board") according to such process as may from time to time be established by the Board.

2. *Honorary Members.* The Board may elect Honorary Members of the Association. No person now or hereafter elected by the Board as an Honorary Member for any purpose shall be or be deemed to be a member for purposes of the Articles of Organization or Bylaws of the Association or for purposes of Massachusetts General Laws Chapter 180, as amended, or any other law, rule or regulation.

Section 2. Rights and Privileges.

1. *Voting Members.* Voting Members shall have all rights and privileges of membership, which shall include the right to vote, hold office and serve on committees, the power to elect directors as provided in Article IV, Section 2, the power to elect directors as provided in Article III, Section 2, and such other powers and rights as are vested in the members of a Massachusetts nonprofit corporation by law, the Articles of Organization and these Bylaws.

2. *Honorary Members.* Persons elected by the Board as Honorary Members shall serve in an honorary capacity only and shall have no right to vote at any meeting, shall not be considered for purposes of establishing a quorum or the sufficiency of any vote, and shall have no other rights or responsibilities except as set forth in these Bylaws.

Section 3. Meetings of the Membership.

1. *Annual Meeting.* The annual meeting of the Membership (the "Annual Meeting") shall be held at the time and place within Massachusetts designated by the Board. Notice of the Annual Meeting need not specify the purposes for which the meeting is called unless otherwise required by law, the Articles of Organization or these Bylaws or unless there is to be considered at the meeting amendments to the Articles of Organization or these Bylaws. Notice of the Annual Meeting shall be given as provided in Section 3(3) of this Article.

2. *Special Meetings.* Special meetings of the Membership may be held at any time and place within Massachusetts designated in the call of the meeting. Special meetings of the Membership may be called by the Board and shall be called by the clerk within sixty (60) calendar days of actual receipt of the written request of forty (40) Voting Members, unless those requesting the special meeting agree to a later call. Notice of any special meeting shall specify the purposes for which the meeting is called, and no business other than that included in the notice shall be discussed or transacted at a special meeting. Notice of any special meeting shall be given as provided in Section 3(3) of this Article.

3. *Notice.* It shall be reasonable and sufficient notice to publish notice in the Association's Official Publication which is distributed to members whose addresses are on file with the Association, or to provide notice to a Voting Member at their last known electronic address on file with the Association, at least thirty (30) calendar days prior to the date of a meeting. The Association shall not be required to send notice to or maintain other contact with members for whom it has no current electronic address. Any person authorized to give notice of a meeting may make an affidavit of such notice, which as to the facts stated therein shall be conclusive.

4. *Quorum.* Four hundred (400) Voting Members shall constitute a quorum at any meeting of the Membership. Any meeting may be adjourned by a majority of the votes cast upon the question, whether or not a quorum is present, and the meeting may be held as adjourned without further notice.

5. *Action by Vote.* When a quorum is present at any meeting, a majority of the Voting Members present and voting shall be sufficient to take any action, unless otherwise provided by law, the Articles of Organization, or these Bylaws. Elections shall be as set forth in Article VI.

6. *Remote and Hybrid Meetings of the Membership.* The Board may authorize any meeting of the Membership to be held (i) in-person at a physical location within Massachusetts, (ii) by using remote communication, or (iii) by a hybrid model with both a physical location within Massachusetts and by using remote communication. Voting Members not physically present at a meeting so authorized may participate in the meeting by remote communication and are considered to be present and authorized to vote at the meeting.

Whenever a remote or hybrid meeting is authorized by the Board, the Association shall use reasonable methods to:

- a. Verify that each person considered to be present and authorized to vote at the meeting by remote communication is a Voting Member;
- b. Provide all Voting Members a reasonable opportunity to participate in the meeting and vote on matters at the meeting, including an opportunity to read or hear the proceedings at about the same time that they're happening; and
- c. Maintain a written record of any vote or other action that any Voting Member takes at a meeting by remote communication.

The Board may adopt guidelines or procedures for the conduct of remote and/or hybrid meetings of the Membership.

7. *Proxies*. No proxies shall be permitted at any meeting of the Membership, whether in person, remote or hybrid.

» Article III: Officers and Agents

Officers and Agents

Section 1. Designation. The officers of the Association shall be a president, vice president, clerk and treasurer. The Association may also elect a president-elect during the second year of the sitting president's term so that they serve as president-elect during the sitting president's third year. The Association may also have such agents, if any, as the Board may determine from time to time.

Section 2. Selection and Qualifications.

1. *Election and Tenure*. The officers shall be elected during the Annual Meeting by the Voting Members from the slate presented by the Nominating Committee as described in Article VI. Any president-elect shall be elected during the Annual Meeting for a term of one (1) year beginning with the adjournment of the Annual Meeting during which they are elected. Any president-elect shall become the president upon the adjournment of the next Annual Meeting after their election to serve a term of three (3) years and until their successor is elected and qualified or until they sooner die, resign, are removed or become disqualified. The vice president, clerk and treasurer shall each serve for a term of three (3) years and until their successor is elected and qualified, or in each case until they sooner die, resign, are removed or become disqualified. Each agent shall retain their authority at the pleasure of the Board.

2. *Rotation.* To the extent possible, the treasurer, vice president and clerk shall be elected in separate years so that one of these officers shall be elected each year.

3. *Eligibility.*

- a. Only Voting Members shall be eligible to serve as officers.
- b. No person shall be eligible to serve consecutive terms in the same office, except: (a) when a person fills a vacancy, in which case such person shall be eligible for election to the same office for a full term; or (b) upon recommendation by the Nominating Committee that such person be elected to a consecutive term, provided, however, that in no instance shall a recommended exception result in the officer, whether elected or appointed to fill a vacancy, serving more than six (6) consecutive years in the same officer position.

Section 3. Duties.

1. *President.* The president shall be the chair of the Board; shall, subject to the control of the Board, advise the Executive Director regarding the affairs of the Association; shall serve on the Board of Trustees of the College, as provided in the Bylaws of the Board of Trustees of Mount Holyoke College; shall designate a mentor for any newly elected Alum Trustee; and shall perform such other duties as may be designated by the Board. The president shall not serve on the Nominating Committee.

2. *President-Elect.* The president-elect shall be a non-voting director and shall perform such duties as may be designated by the Board. The president-elect shall assume the duties of the president in the absence of the president and the vice president.

3. *Vice President.* The vice president shall, subject to the control of the Board, identify and pursue opportunities to promote and maintain alum engagement with the Association and the College; shall mentor or designate a mentor for the recent alum director(s) elected to serve on the Board; shall coordinate all ongoing alum engagement activities; shall assume the duties of president in the absence of the president; shall fill the office of president for the unexpired term in the event of a vacancy in that office; and shall perform such other duties as may be designated by the president or the Board including management of Bylaws review process.

4. *Treasurer.* The treasurer shall be the officer of the Association responsible for carrying out financial policy; shall be responsible for all funds of the Association; shall chair the Finance Committee; and shall perform such other duties as may be designated by the president or the Board.

5. *Clerk.* The clerk shall be the recording officer of the Association; shall keep the minutes of all meetings of the Membership, the Board and the Executive Committee; shall maintain a current copy of the Bylaws of the Association; and shall perform such other duties as may be designated by the president or the Board. If the clerk is absent from any meeting of the Membership, Board or Executive Committee, a temporary clerk chosen by the Board (or by the Executive Committee in the case of an Executive Committee meeting) shall exercise the duties of the clerk at the meeting.

Section 4. Resignation and Removal.

1. *Resignation.* The president may resign by written notice to the Board. Any other officer may resign by written notice to the president.

2. *Removal.* Any officer may be removed from office with or without cause by a two-thirds (2/3) vote of all the directors then serving (excluding non-voting directors) provided that the officer shall have an opportunity to be heard at the meeting of the Board at which the motion on removal is made. An officer's failure to participate in a consistent manner in the work of the Board without sending an adequate reason for their absence may, in the Board's sole determination, be cause for removal by the Board. Inconsistent participation includes, but shall not be limited to, failure to participate in two consecutive meetings, conference calls, or multiple electronic mail exchanges requesting responses.

Section 5. Vacancies. A vacancy in any officer position, except the office of president, may be filled by the Board, after consultation with the chair of the Nominating Committee, for the remainder of the unexpired term. In the event of a vacancy in the office of president, the vice president shall serve as president for the remainder of the unexpired term.

» Article IV: Board of Directors

Board of Directors

Section 1. Powers. The property and affairs of the Association are the responsibility of the Board, which shall have and may exercise all the powers of the Association, except as otherwise provided by law, by the Articles of Organization, or by these Bylaws.

Section 2. Membership.

1. *Composition.* The Board shall be comprised as follows:

a. *Elected Directors.* The following directors shall be elected during the Annual Meeting by the Voting Members from the slate presented by the

Nominating Committee in accordance with Article VI (collectively, the "Elected Directors"):

- One (1) to two (2) recent alums, each of who shall have graduated from the College within ten (10) years of their election, and
- One (1) Alum Trustee qualified pursuant to Article VII, who shall serve on the Board as the "Alum Trustee Director."

Taking into account the terms of office for Ex Officio Directors, terms of office for Elected Directors shall be staggered so that as close as possible to one third (1/3) of the Elected Directors and Ex Officio Directors are elected each year. Each Elected Director, other than an Alum Trustee Director, shall each serve for a term of three (3) years and until their successor is elected or until they sooner die, resign, are removed or become disqualified. Each Alum Trustee Director shall serve as a director of the Association for one (1) year and until their successor is elected or until they sooner die, resign, are removed or become disqualified. Except as provided in Section 2(2)(b) of this Article, no person shall be eligible to serve more than three (3) consecutive years in the same Elected Director position.

b. *Ex Officio Directors.* The officers of the Association and the chairs of the Volunteer Experience, Classes and Reunion, Clubs and Groups, Community and Belonging, and Nominating Committees, if any, and any successors to such committees, shall serve, ex officio, as voting directors of the Association ("Ex Officio Directors") coterminous with their positions as officers or chairs.

c. *Appointed Directors.* Not fewer than two (2) nor more than three (3) directors-at-large may be appointed by the Board from a slate of nominees recommended by the president ("Appointed Directors") to serve for a purpose and a term determined by the Board upon the recommendation of the president, and in no event shall the term of an Appointed Director run beyond the term of the president recommending such director. Except as provided in Section 2(2)(b) of this Article, no person shall be eligible to serve more than three (3) consecutive years as an Appointed Director.

d. *Non-Voting Directors.*

- i. *President-Elect.* Any president-elect shall be a non-voting director and shall attend Board meetings and Board activities.
- ii. *Executive Director.* The Executive Director shall serve as a non-voting director.
- iii. *Newly Elected Alum Trustees.* Each person recommended for election as an Alum Trustee by the Voting Members, if requested

by the Association president, may serve on the Association Board as a non-voting director during the period between the date that the Voting Members vote to recommend such person for election as an Alum Trustee and the date when their service on the College's Board of Trustees commences.

Non-voting directors have no right to vote at any meeting, shall not be considered for purposes of establishing a quorum or the sufficiency of any vote, and shall have no other rights or responsibilities as directors.

2. Eligibility.

a. Only Voting Members shall be eligible to serve as directors.

b. Notwithstanding anything herein to the contrary, the Nominating Committee may, from time to time, recommend to the Board or the president an exception to the above-stated limits on a director's length of service in a director position. In no instance shall a recommended exception result in any Elected Director or Appointed Director serving more than six (6) consecutive years in the same director position.

3. *Vacancies.* A vacancy in any Elected Director position other than an Alum Trustee Director may be filled by the Board after consultation with the chair of the Nominating Committee, for the remainder of the unexpired term. A vacancy in the position of an Alum Trustee Director may be filled for the unexpired term by the Board after consultation with the Alum Trustee Nomination Committee and the Mount Holyoke College Board of Trustees.

Section 3. Meetings.

1. *Regular Meetings.* There shall be at least two (2) regular meetings of the Board each year.

a. *Convening.* The president shall determine the time and location of the regular meetings.

b. *Notice.* Notice of regular meetings shall be given in writing by the president at least thirty (30) calendar days prior to the date of the meeting. Notice of a regular meeting need not specify the purposes of the meeting, provided that reasonable notice specifying the purpose of a regular meeting shall be given to each director if contracts or transactions of the Association with interested persons or the removal of one or more officers or directors are to be considered at the meeting, and shall be given as otherwise required by law, the Articles of Organization or these Bylaws.

2. *Special Meetings.* Special meetings of the Board may be called by the president and shall be called by the clerk at the written request of at least three (3) directors.

a. *Notice.* Notice of special meetings of the Board shall be given at least seven (7) calendar days prior to the date of the meeting.

b. *Agenda.* No business other than that included in the notice of the special meeting shall be discussed or transacted at the special meeting.

3. *Reasonable and Sufficient Notice.* Except as otherwise expressly provided, it shall be reasonable and sufficient notice to a director to send notice by mail, electronic mail or telecopier addressed to them at their business or residence address on file with the Association.

4. *Waiver of Notice.* Whenever notice of a meeting is required, such notice need not be given to any director if a written waiver of notice, executed by them before or after the meeting, is filed with the records of the meeting, or to any director who attends the meeting without protesting prior thereto or at its commencement the lack of notice to them. A waiver of notice need not specify the purposes of the meeting unless such purposes were required to be specified in the notice of such meeting by law, by these Bylaws, or the Articles of Organization.

5. *Invitees.* The president, the Executive Committee, or the Board may invite to a meeting of the Board any person whose presence may be helpful in carrying out the business of the meeting.

6. *Chair.* The president shall chair any meeting of the Board. In the absence of the president, the vice president shall chair any meeting of the Board; if the vice president also will be absent, the president shall designate a director to chair the meeting or the Board may select a director to chair the meeting.

7. *Quorum.* A majority of the directors then serving (excluding non-voting directors) shall constitute a quorum at any meeting of the Board. A two-thirds (2/3) majority of the directors present and voting (excluding non-voting directors) at a meeting where a quorum is present is required to take action at any meeting of the Board unless specified otherwise in these Bylaws.

8. *Remote Participation.* Unless otherwise provided by law or the Articles of Organization, directors may participate in a meeting of the Board by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time, and participation by such means shall constitute presence in person at a meeting.

Section 4. Action Without a Meeting. Any action required or permitted to be taken at any meeting of the directors may be taken without a meeting if all the

directors (excluding non-voting directors) consent to the action in writing and the written consents are filed with the records of the meetings of the directors. Such consent shall be treated for all purposes as a vote at a meeting.

Section 5. Resignation and Removal.

1. *Resignation.* Any Elected Director or Appointed Director may resign by written notice to the president. Such resignation shall be effective upon receipt (unless specified to be effective at some other time) and acceptance thereof shall not be necessary to make it effective unless it so states.

2. *Removal.*

a. An Elected Director or Appointed Director may be removed from office with or without cause by a two-thirds (2/3) vote of all the directors then serving (excluding non-voting directors), provided that the director shall have an opportunity to be heard at the meeting of the Board at which the motion for removal is made.

b. An Elected Director's or Appointed Director's failure to participate in a consistent manner in the work of the Board without sending an adequate reason for their absence may, in the Board's sole determination, be cause for removal by the Board. Inconsistent participation includes, but shall not be limited to, failure to participate in two consecutive meetings, conference calls, or multiple electronic mail exchanges requesting responses.

» Article V: Committees

Committees

Section 1. Standing Committees. There shall be the following standing committees of the Board: Executive Committee, Nominating Committee, Finance Committee, and Alum Trustee Nomination Committee. The Board may, after consultation with the president, establish such additional standing committees as the Board considers necessary or desirable, with such responsibilities and composition as the Board deemed appropriate. Except as expressly provided in this Article, each standing committee shall be composed as the Board may determine from time to time.

Section 2. Special Committees. The Board may establish such special committees as the Board considers necessary or desirable, with such responsibilities, composition and terms of office as are deemed appropriate after consultation with the president. Nothing in this section shall preclude the ability of the Executive Committee to form one or more advisory committees to address personnel or other issues as stated in Section 11 of this Article. The Board may appoint committee members to a special committee, may direct the Nominating

Committee to present a slate for election, or may act in any combination of appointment and election.

Section 3. Delegation of Powers. All standing committees other than the Executive Committee are strictly advisory. Any committee to which the powers of the directors are delegated shall consist solely of and be elected by the voting directors. All other committees shall be advisory only.

Section 4. Committee Membership.

1. *Eligibility.*

- a. Only Voting Members shall be eligible to serve on standing committees.
- b. No standing committee member shall be eligible to serve consecutive terms as an elected member of the same standing committee other than the Executive Committee, whether as chair or as other member; except that a Voting Member who has completed all or part of one (1) term as an elected or an appointed committee member, other than chair, of a standing committee shall be eligible to serve immediately thereafter as chair of the same standing committee.
- c. No committee member shall be eligible to serve more than three (3) consecutive years as an elected or appointed member in the same member position of a standing committee.
- d. In preparing the slate for the position of committee chair or a member of a standing committee, the Nominating Committee may, from time to time, recommend to the Board an exception to the above-stated limit on the member's length of service in the position. In no instance shall a recommended exception result in a committee chair or a committee member, whether elected or appointed, serving more than six (6) consecutive years on a committee, either as chair, as a member, or any combination of chair and member.

2. *Elected Members.* Except as otherwise provided in these Bylaws, the specific number of elected members of each standing and special committee shall be agreed upon by the Board in consultation with the president and based on the needs of the Association. As close as possible to one-third (1/3) of the elected members, including the chair, of standing committees shall be elected each year at the Annual Meeting in accordance with Article VI to serve for a term of three (3) years or until their successors are elected.

3. *Appointed Members.* Subject to Section 3 of this Article, additional members may be appointed by the president to any committee other than the Executive

Committee based on the needs of the Association, after consultation with the chair of the Nominating Committee.

4. *Ex Officio Members.* The president or their designee shall serve as an *ex officio* voting member of all standing committees other than the Executive Committee, and all advisory special committees, and as an *ex officio* non-voting member on all other special committees (unless elected by the Board to serve as voting member of that committee). Notwithstanding the foregoing, neither the president nor their designee may serve on the Nominating Committee. The Executive Director shall serve as a non-voting *ex officio* member of the Nominating Committee and shall participate in committee meetings. The Executive Director and/or designee shall serve as a non-voting *ex officio* member of all other standing and special committees.

5. *Special Members.* The president, after consultation with the Nominating Committee, may appoint special members to serve on a standing or special committee. Special members shall have no right to vote at any meeting, and shall not be considered for purposes of establishing a quorum or the sufficiency of any vote. The term of appointment for any special member shall end no later than the end of the term of the president who appointed such special member.

Section 5. Committee Procedures and Processes.

Each committee shall develop documentation of the procedures and processes by which it operates. The documentation must be consistent with these Bylaws and shall be reviewed periodically by the Board. Any substantive change shall be submitted to the Board for approval prior to implementation. If the committee has nomination responsibilities, the documentation shall include descriptions of how nominations are requested, how the Board and other constituencies are consulted, what criteria will be used and timing of decisions and notifications. If there is a need for an executive session of a committee, then the president or their designee must be notified and included.

Section 6. Committee Meetings.

1. *Notice.* Notice of meetings shall be given to committee members at least three (3) calendar days prior to the date of the meeting by facsimile, electronic mail, or telephone.

2. *Quorum and Voting.* A majority of the voting members of a committee shall constitute a quorum at any meeting of a committee. A quorum shall be necessary for any committee to take action either by a vote or by consensus, whichever process the committee has selected for the current year; provided that the Executive Committee shall always take action by vote. If the committee has

selected to take action by a vote, the affirmative vote of a majority of all the voting members of the committee shall be necessary to take action.

3. *Committee Action.* Each committee shall discuss and select at least annually whether to operate under Robert's Rules of Order or to decide matters of importance by consensus and shall record their selection in the minutes.

4. *Action Without a Meeting.* Any action that may be taken at any meeting of a committee may be taken without a meeting provided that all members of the committee shall submit their votes in writing or electronically, and provided that the record of such action and the result of such vote shall be filed with the minutes of the meetings of the committee. Such written or electronic vote must be a two thirds (2/3) majority in order to prevail and shall be treated for all purposes as a vote at a meeting.

Section 7. Reporting. Each standing committee and special committee shall report to the Board on its activities at least annually in a manner and at a date set by the Board and shall submit such other oral or written reports during the course of each year as the Board may from time to time require.

Section 8. Resignation. A committee member other than an *ex officio* member may resign by written notice to the chair of the committee or the president. Such resignation shall be effective upon receipt (unless specified to be effective at some other time) and acceptance thereof shall not be necessary to make it effective unless it so states.

Section 9. Removal.

a. A committee member other than an *ex officio* member may be removed with or without cause by a two-thirds (2/3) vote of the directors then serving (excluding non-voting directors) provided that the member shall have an opportunity to be heard at the meeting of the Board at which the motion for removal is made.

b. A committee member's failure to participate in a consistent manner in the work of the committee without sending an adequate reason for their absence may, in the Board's sole determination, be cause for removal by the Board. Inconsistent participation includes, but shall not be limited to, failure to participate in two consecutive meetings, conference calls, or multiple electronic mail exchanges requesting responses.

Section 10. Vacancies. Except as otherwise provided in Section 11(3) of this Article with respect to the Executive Committee, and Section 12(4) of this Article with respect to the Nominating Committee, a vacancy on any advisory standing committee may be filled by the president, after consultation with the chair of the Nominating Committee, for the remainder of the unexpired term, and a vacancy on

any other committee may be filled as the Board may determine from time to time subject to Section 3 of this Article.

Section 11. Executive Committee.

1. *Responsibilities.* The Executive Committee may exercise the powers of the Board between meetings of the Board on all matters requiring immediate action, except those which may not be delegated pursuant to law, and shall carry out such other responsibilities as may be designated by the Board, including the responsibility to form one or more advisory committees to address personnel or other issues that may arise. All actions taken by the Executive Committee shall be reported promptly to the Board.

2. *Composition.* The Executive Committee shall be elected annually by the Board and its voting members shall be composed solely of voting directors. Any member of the Executive Committee may be re-elected to the Executive Committee, but no person shall serve on the Executive Committee beyond the conclusion of their term of service on the Board.

3. *Vacancies.* The Board may fill any vacancy in the Executive Committee after consultation with the chair of the Nominating Committee. Each successor shall hold office for the unexpired term or until they sooner die, resign, are removed or become disqualified.

Section 12. Nominating Committee.

1. *Responsibilities.* The Nominating Committee shall prepare a slate of officers and Board and committee members for presentation to the Voting Members at the Annual Meeting as described in Article VI of these Bylaws. The Nominating Committee shall consult and make recommendations as provided in these Bylaws.

2. *Composition.*

a. *Members.* The Nominating Committee shall include the chair and such number of additional members as may be determined by the Board from time to time.

b. *Ex Officio Member.* The Executive Director shall serve as a non-voting *ex officio* member of the Nominating Committee. The Executive Director has no right to vote at any meeting of the Nominating Committee, and shall not be considered for purposes of establishing a quorum or the sufficiency of any vote. In the event that there is no Executive Director or that the Executive Director cannot be available, the Executive Committee, after consultation with the chair of the Nominating Committee, may designate one or more individuals to carry out the Executive Director's responsibilities on the

Nominating Committee for a period of time defined by the Executive Committee.

3. *Eligibility.* With the exception of the chair, no member of the Nominating Committee shall be a member of the same class or club area as any other member of the Nominating Committee unless the Nominating Committee recommends otherwise.

4. *Vacancies.* A vacancy in the office of chair or other member of the Nominating Committee may be filled by the Executive Committee, after consultation with the chair of the Nominating Committee with regard to a member vacancy, or after consultation with the Nominating Committee with regard to a vacancy in the chair, for the remainder of the unexpired term.

Section 13. Finance Committee.

1. *Responsibilities.* The Finance Committee shall recommend financial and accounting policies to the Board; shall advise on the annual budget of the Association and monitor the financial performance of the Association; shall be responsible for the supervision of the assets of the Association in accordance with the policies set by the Board.

2. *Composition.* The Finance Committee shall include the chair and not fewer than three (3) nor more than five (5) additional members elected by the Board.

Section 14. Alum Trustee Nomination Committee.

1. *Responsibilities.* The Alum Trustee Nomination Committee shall research and recommend to the Board for approval one (1) candidate for each designated term, as set forth in Article VII, to serve on the Board of Trustees of Mount Holyoke College in accordance with the Bylaws of the Board of Trustees of Mount Holyoke College.

2. *Composition.* The Alum Trustee Nomination Committee shall include the chair and at least four (4) and not more than six (6) members in the following distribution: broadly experienced volunteers for the Association such as Medal of Honor recipients (up to 2), former Alum Trustees (at least one (1), preferably from among those who have completed their Alum Trustee term within five (5) years of the year they are nominated for this committee), recent former directors (at least one (1)) as well as other volunteers with deep knowledge of the work of the College Trustees. The chair of the Nominating Committee, the vice president and the Executive Director shall be nonvoting *ex officio* committee members. The vice president shall be the liaison between the Alum Trustee Nomination Committee and the Board.

Section 15. Responsibilities and Composition of Standing Committees.

1. *Responsibilities and Composition.* The responsibilities and composition of standing committees other than Executive and Nominating shall be as determined by the Board from time to time.

» **Article VI: Nominations and Elections**

Nominations and Elections

Section 1. Slate. The Nominating Committee shall prepare a slate consisting of one (1) candidate for each position to be filled by election at the Annual Meeting. Each candidate shall have been fully informed of the responsibilities and rights of the position and shall have indicated consent to serve if elected. The Nominating Committee's nominations for president and the chair and members of the Nominating Committee shall be subject to approval by the Board. The Board shall be informed of the slate for all other Board, officer and committee positions.

Section 2. Report. The Nominating Committee shall present its slate to the Voting Members with the call of the Annual Meeting at which election is to be held and shall give notice of requirements for additional nominations.

Section 3. Additional Nominations. Additional nominations for Board and committee members may be submitted provided that such nominations shall be by written petition approved by at least one thousand (1000) Voting Members, no more than ten (10) percent of whom shall be from the same class or from the same club area, and such written petition shall be received by the Executive Director at least ten (10) calendar days prior to the Annual Meeting at which election is to be held. Nominations by petition shall include the written consent of the nominee to serve if elected. Contact the Association for direction on the petition process.

Section 4. Election. All elections shall be by vote of the Voting Members at the Annual Meeting by such method as shall be determined by the Board. A plurality of the votes cast shall elect; in the event of a tie, decision shall be by lot.

» **Article VII: Alum Trustees**

Alum Trustees

Section 1. Members of the Board of Trustees of the College. The Alum Trustees, recommended by the Voting Members of the Association for five- (5) year terms to represent the alums (referred to in the Bylaws of the College as the "alum Trustees" as of the date of these Bylaws), and the Association president shall serve on the Board of Trustees of the College, as provided in the Bylaws of the Board of Trustees of Mount Holyoke College.

Section 2. Eligibility. Only Voting Members shall be eligible to serve as Alum Trustees.

Section 3. Responsibilities. Each Alum Trustee shall serve as an Alum Trustee-elect on the Association Board for one (1) year prior to their service on the Mount Holyoke College Board of Trustees. Additionally, they will serve as a voting member of the Association Board during one (1) year of their term as an Alum Trustee and shall perform such other duties as may be assigned by the Association president.

Section 4. Nomination by Committee.

1. *Selection.* The Alum Trustee Nomination Committee shall solicit nominations annually from the Voting Members. Nominees must be Voting Members. Notification of the nomination process may occur in any manner permitted by these Bylaws. After taking into consideration all such suggested candidates, the Alum Trustee Nomination Committee shall select and recommend for approval by the Association Board one nominee for each designated term. Any Board-approved candidates shall be submitted to the Board of Trustees of the College for preliminary approval prior to being presented to the Voting Members of the Association for nomination. If preliminary approval is granted by the Board of Trustees of the College, the candidate shall then be included on the slate of nominees presented to the Voting Members at the Annual Meeting. After the Voting Members approve the candidate's recommendation for election as an Alum Trustee, the approved candidate is then recommended to the Board of Trustees of the College for election. No Voting Member shall be presented as a nominee unless they have consented to serve, if elected.

2. *Notice.* The Alum Trustee Nomination Committee shall send to all Voting Members before the election the name of its nominee approved by the Board and the Trustees, together with a brief biography. Notice of the nominee shall be given in writing by sending notice to each Voting Member at their last known address, which may be an electronic address. Publication of the notice of the nominee (mailed and/or transmitted electronically) shall constitute the required notice.

3. *Sequence of notification.* No candidate should be notified of their selection for nomination until the Board has approved their candidacy and preliminary approval has been given by the Board of Trustees of the College

Section 5. Election. Election is by votes cast at the Annual Meeting of the Association. A plurality of votes cast shall constitute election.

Section 6. Vacancies. The Board, after consultation with the Alum Trustee Nomination Committee, may recommend to the Board of Trustees of the College a Voting Member to fill a vacancy in the position of Alum Trustee.

» Article VIII: Additional Representatives

Additional Representatives

Section 1. Representatives on Other Committees. There may be one (1) or more representatives on one (1) or more Mount Holyoke College committees or on any joint College-Association committees. The Association Board, in consultation with the Nominating Committee, shall recommend a Voting Member or the Executive Director (or their designee).

» Article IX: Executive Director

Executive Director

The Board shall appoint an Executive Director, who shall be the chief executive officer of the Association and shall report to the Board. The Executive Director and/or their designee shall serve as a non-voting *ex officio* member on committees of the Association as set forth in Article V of these Bylaws, and on committees of the College's Board of Trustees as requested by representatives of the College and/or recommended by the Board or the president. The Executive Director shall keep the Association Board informed concerning Association business and activities within the office of the Association and concerning developments on campus as they relate to the Association. The Executive Director may request advice and counsel and may request that the Board establish such special committees as necessary and appropriate to accomplish the work of the Association and the Executive Director. If a resident of Massachusetts, the Executive Director shall serve as the resident agent of the Association. If the position of Executive Director is vacant, or the Executive Director is not a resident of Massachusetts, the Board shall appoint a resident of Massachusetts as resident agent unless the clerk is a resident of Massachusetts.

» Article X: Financial Administration

Financial Administration

Section 1. Fiscal Year. The fiscal year shall be from July 1 through June 30 and shall be referred to by the calendar year in which it ends.

Section 2. Funds.

1. *Founder's Fund.* The Founder's Fund of the Association shall consist of the former Reserve Fund and gifts and bequests designated for the use of the Association. The Board may appropriate for any Association purpose any unrestricted Fund assets and such net appreciation, realized and unrealized, in the value of any restricted Fund assets, over their historical value, as the Board deems

prudent. Investment of the Fund and the annual level of expenditures thereof will be made pursuant to a policy adopted by the Board, upon recommendation of the Finance Committee, which policy is subject to review at least every three (3) years.

2. Funding for the Association. Additional sources of operating funds for the Association are allocated by the College as per the current agreement between the Association and the College, and as the same may be amended from time to time.

Section 3. Audit. The books of the Association shall be examined annually by an auditor, who must be a certified public accountant, appointed by the Board. The level of examination may be a review or an audit, provided that the books of the Association must be audited at least once in three (3) years.

Section 4. Bonding. The treasurer and all officers and agents having access to funds of the Association shall be bonded in such amounts as shall be determined by the Board.

» **Article XI: Miscellaneous Administrative Matters**

Miscellaneous Administrative Matters

Section 1. Communication. Unless specified elsewhere in these Bylaws, written communication may include information sent electronically.

Section 2. Contact Information. The Association shall make a reasonable effort to maintain current electronic contact information for each Voting Member and Honorary Member.

Section 3. Notice of Meetings. The Association shall not be required to send notice to or maintain other contact with members for whom it has no current electronic address.

» **Article XII: Indemnification**

Indemnification

Section 1. Right to Indemnification. The Association shall indemnify and reimburse out of the corporate funds, any person (or the personal representative of any person) who at any time serves or shall have served as a director, officer, employee or other agent of the Association, or who serves or shall have served at its request as a director, officer, employee or other agent of another organization in which it has an interest, whether or not in office at the time, against and from any and all claims and liabilities to which they may be or become subject by reason of such service, and against and from any and all expenses necessarily incurred in connection with the defense or reasonable settlement of any legal or administrative proceeding to which they are made a party by reason of such service, except with

respect to any matter as to which they shall have been adjudicated in any proceeding not to have acted in good faith in the reasonable belief that their action was in the best interests of the Association or, to the extent that such matter relates to service with respect to an employee benefit plan, in the best interests of the participants or beneficiaries of such employee benefit plan. In effecting such indemnity and reimbursement, the Association may enter into such agreements and direct the officers of the Association to make such payment or payments and take such other action (including employment of counsel to defend against such claims and liabilities) as may in its judgment be reasonably necessary or desirable. Such indemnification or reimbursement shall not be deemed to exclude any other rights or privileges to which such person may be entitled.

Section 2. Indemnification in Advance of Final Disposition of Action.

Indemnification of the persons specified in Section 1 of this Article may include payment by the Association of expenses incurred in defending a civil or criminal action or proceeding in advance of the final disposition of such action or proceeding upon receipt of an undertaking by the person indemnified to repay such payment if they shall be adjudicated to be not entitled to indemnification under this Article or under Section 6 of Chapter 180 of the General Laws of Massachusetts as the same may be amended ("Chapter 180") and upon receipt of a written affirmation of their good faith belief that they have met the relevant standard of conduct described in Section 1 of this Article and under Section 6C of Chapter 180.

Section 3. Insurance. The Association shall have authority to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or other agent of the Association, or is or was serving at the request of the Association as a member, director, officer, employee or other agent of another organization in which it has an interest, against any liability incurred by it, them in any such capacity, or arising out of its, or their status as such, whether or not the Association would have the power to indemnify it, them against such liability.

» Article XIII: Policies and Procedures

There shall be policies and procedures of the Association and guidelines for the operation of the Association, as they may be adopted from time to time by the Board.

» Article XIV: Execution of Papers

Except as the directors may generally or in particular cases authorize the execution thereof in some other manner, all deeds, leases, transfers, contracts, bonds, notes, checks, drafts and other obligations made, accepted or endorsed by the Association shall be signed by the Executive Director or president or by the treasurer or by the clerk.

» Article XV: Amendments

These Bylaws may be amended at any meeting of the Membership having a quorum, including a remote or hybrid meeting, by a two-thirds (2/3) vote of the Voting Members present in person or remotely, as applicable, provided that the amendment shall be submitted to the Voting Members in writing with the notice of the meeting at which the amendment is to be proposed.