

Revisions to BASC ByLaws

The BASC Board of Directors approved the following changes to the BASC ByLaws, which now must be approved by the BASC membership.

The Purpose of the Revisions:

The current ByLaws were developed from a template used by the Alumnae Association. A template generally is offered as a starting point in order to list some of the types of provisions one needs to include in the final version, as well as a way to stimulate thinking on other provisions one should include. Unfortunately, as is often the case, people use a template as the final version without tailoring it considerably to the specific organization, with negative, overwhelmingly burdensome, contradictory and sometimes unintended results. Such appears to be the case with the current ByLaws, at least from a legal perspective.

The current ByLaws appear to set up a bifurcated governing body with an Executive Committee and a Board of Directors, but do not specify any duties or powers in the Board and state only that the duties of the Executive Committee are "those commonly pertaining to those offices." The composition and authority of each group is confusing and vague, and arguably provides for unintended consequences such as giving voting authority to positions that clearly were intended to be advisory. Further, the names of the positions do not reflect current positions or needs. Elections may only be made at the BASC annual meeting, which is during the Black Alumnae Weekend. The document does not provide a time or location for the meeting and provides no authority in the event there is no reunion weekend. There are no requirements in the document that the Board or the Executive Committee hold meetings; there is only a suggestion that the Board meet at least once a year. Voting may only be done by mail and there are no substantive election procedures. There is no provision for conference calls. There are no provisions for removing people from the Board. The document does not clearly state who may vote on issues and who may not. While the current document refers to an Advisory Council, it is not defined and there are no procedures for how it is chosen, or what powers and authority it may have. There are no requirements that the officers keep accurate records or make regular reports. While the document refers to three standing committees, it does not define them or how they are formed or provide any specific rights or duties for them. There is no fiscal year set forth in the current document. Finally, any amendments to the current ByLaws can only be done by the membership of BASC, by mail, regardless of the nature of the amendments, thus requiring the Board to stop functioning in many instances while it awaits membership approval.

In short, the current ByLaws are not the kind of "living" document that creates a strong and enduring organization, one that can continue to function despite the

change of personnel and the subsequent loss of expertise; despite inevitable future changes in the structures, frameworks, names of committees and their members within this organization and within the organizations with whom we transact business. Nor does it create and set forth precise provisions regarding endeavors that have been, and will continue to be, so crucial to BASC members, including The Black Alumnae Weekend.

These revisions to the ByLaws are intended to do just that, to create an organization that can continue to "live" and function despite inevitable changes (1) because everyone knows exactly what is expected of them and everyone is held accountable, (2) because there are clear lines of authority and supervision to minimize territorial conflicts or "black holes" where matters disappear because no one claimed them, (3) because there is flexibility built into the way the organization can respond to these changes, and (4) because close structural relationships with the Alumnae Association and the College are institutionalized within the organization.

Summary of the Revisions:

There are five main groups of revisions:

1. The Mission and Purpose of BASC have been expanded considerably.
2. BASC is now authorized to collect dues, without which BASC cannot carry out even its most basic functions such as mailings or making telephone calls, let alone hosting events and activities designed to carry out its mission and purpose.
3. Revisions to the Governing Body and the administration of BASC clarify that the Board is the supreme governing body and the Executive Committee implements the Board's policies and manages the day to day operations. The specific compositions of the Board and the Executive Committee are set forth, as are the procedures for their management. The specific rights and responsibilities of every officer and Director are listed, as are provisions for their resignations and removal.
4. The Standing Committees are listed in great detail with specific rights and obligations, as are the procedures for their management.
5. Revisions to making Amendments to the ByLaws now allow both the BASC membership and the Board to make or repeal them, protecting the interests of the BASC membership by providing notice and summary of action taken by the Board and providing the BASC membership the right to repeal any such Board amendment.

There are numerous other revisions dealing with, among other things, the procedures for meetings, electronic communications, and defining honorary members.

I now ask you all to read the proposed ByLaws carefully. For your convenience, I have inserted comments at the end of sections, which comments generally pertain to the entire section. I look forward to our discussion!

Mary Ann Denton '76, Vice-President of BASC

BLACK ALUMNAE OF SMITH COLLEGE BYLAWS

(Approved by the BASC Board of Directors 2/11/2007)

ARTICLE 1: NAME

The name of this association is Black Alumnae of Smith College ("BASC").

ARTICLE 2: MISSION AND PURPOSE

The mission of BASC is to strengthen the interests, welfare and educational purposes of Smith College and her alumnae. The purpose of BASC shall be to develop a strong and enduring organization in order to create and cultivate a strong sense of community among Black alumnae, as well as among Black alumnae, the Alumnae Association of Smith College ("AASC") and Smith College, thereby enhancing the alumnae experience of each graduating class of Smith College. The purpose of BASC also shall be to promote the interests of Black alumnae and to encourage the affirmation and celebration of the cultural heritage of Black alumnae within the Smith College community. BASC also shall provide opportunities for Black alumnae to connect with each other and with the AASC and Smith College, and shall encourage participation of Black alumnae in the AASC and in the Smith College community. BASC also shall encourage investment by Black alumnae in the AASC and in the Smith College community, with the approval of and in conjunction with the AASC and/or Smith College, as may be required. BASC also shall encourage and promote the professional and volunteer development and networking opportunities of Black alumnae. BASC also, with the approval of and in conjunction with the Office of Admission of Smith College, shall participate in the recruitment and retention of students of Smith College.

ARTICLE 3: MEMBERSHIP

Section 1: Regular Member

Any Alumna of Smith College may become a regular member of BASC upon payment of dues.

Section 2: Honorary Member

Honorary membership recognizes distinguished service or contribution to Black alumnae of Smith College and/or to BASC. Honorary members may vote but shall not hold office in BASC. Honorary members shall be nominated by a majority vote of the Board of Directors and elected by a majority vote of the regular membership of BASC at an annual meeting of BASC. Honorary members shall serve for one year.

ARTICLE 4: DUES

Dues shall be levied each fiscal year upon each member of BASC, in such amount as shall be determined by the Board of Directors.

ARTICLE 5: MEETINGS OF BASC

Section 1: Annual Meeting

An annual meeting for the transaction of BASC business, including the election and/or removal of officers and Directors, shall be called by the Board of Directors to take place in Northampton, Massachusetts, at a time to be announced, during Black Alumnae Weekend or, if said weekend reunion is hosted jointly by BASC and other organizations, such other weekend reunion. In any year in which Black Alumnae Weekend or such other weekend reunion does not occur, the Board of Directors shall call an annual meeting to take place in Northampton, Massachusetts, at a date and time to be announced. A written notice of the annual meeting and its agenda shall be published by mail and by electronic mail and published in the appropriate issues of the BASC newsletter and on the BASC web site at least thirty days prior to the annual meeting.

Section 2: Special Meetings

The Board of Directors may call special meetings for the transaction of BASC business other than the election of new officers or Directors which may be held at any time or location. A written notice of any such special meeting and its agenda shall be published in the BASC newsletter and on the BASC web site at least thirty days prior to the special meeting.

Section 3: Quorum and Voting

Five percent of the members present shall constitute a quorum. A majority vote of those present and voting shall govern.

ARTICLE 6: GOVERNING BODY

Section 1: Administration of BASC

- A.** The affairs of BASC shall be managed by the Board of Directors (the "Board"). The Board shall formulate policy, establish guidelines for the operation of BASC, and approve the appointment of all Board committee members. In addition, subject to the limitations of law and subject to the duties of the Directors as prescribed by these ByLaws, the Board may take all actions necessary or appropriate to manage the business and affairs of BASC.
- B.** Notwithstanding the foregoing, the Executive Committee shall have the authority to carry out the business of the Board of Directors whenever necessary, and the day-to-day operation of BASC shall be managed and administered by the Executive Committee.

Section 2: Composition of the Board of Directors

The Board of Directors shall consist of the following categories of Directors:

- A.** Members of the Executive Committee (See Article 7)
- B.** The Chairs of the Standing Committees (See Article 8)
- C.** The Recent Graduate Director (See Section 4 of Article 6)
- D.** The President-elect of BASC
- E.** Advisory Directors

There shall be no more than ten Advisory Directors, who shall be appointed by the Board of Directors. The Advisory Directors may be current or former Smith College faculty members, current or former Smith College administrators, members of BASC, and other individuals not necessarily affiliated with Smith College or the Alumnae Association of Smith College whose knowledge and expertise are valuable to the Board in carrying out its responsibilities.

Section 3: Terms of Office

- A.** The members of the Executive Committee shall serve a term of three years.
- B.** The Chairs of the Standing Committees shall serve a term of three years.
- C.** The Recent Graduate Director shall serve a term of three years.
- D.** Advisory Directors shall serve a term of three years.

Section 4: Elections and Appointments

A. Election Procedures for All Elective Offices except the Recent Graduate Director

Elections for all elective offices open for election shall be conducted at the annual meeting of BASC. (See Article 5) A solicitation for nominations shall be made by mail, by electronic mail, published in the appropriate issues of the BASC newsletter and on the BASC web site and shall precede the election by at least sixty days. Nominations, along with a brief biographical summary, shall be accepted from regular BASC members for a period of thirty days following the solicitation for nominations. A ballot shall be produced consisting of the names of those individuals who have accepted nomination and those who have nominated themselves and shall be distributed to all regular BASC members and/or published in the appropriate issues of the BASC newsletter and on the BASC web site. Elections may be conducted by mail and/or by an electronic ballot service arranged by the Alumnae Association of Smith College. Those candidates receiving a majority of the votes cast by BASC members shall be considered duly elected.

B. Election Procedures for the Recent Graduate Director

She shall be elected by and from those students in the graduating class who shall become eligible for membership in the Alumnae Association of Smith College at the conclusion of each Spring semester. The procedure for election of the Recent Graduate Director shall be devised by the Nominating Committee with the approval of the Board of Directors, after appropriate consultation with students of the graduating class. Until such procedure is devised, however, the Nominating Committee shall appoint a member of the graduating class to the position of Recent Graduate Director).

Section 5: Resignations

A Director may resign from any office or position at any time.

Section 6: Removal of Directors

A. Removal by BASC

Any Director may be removed with or without cause by a two-thirds vote cast by BASC members at an annual or special meeting of BASC.

B. Removal by The Board of Directors

The Board of Directors may remove a Director only for cause. "Cause" shall include, but is not limited to, the unexcused failure to attend three consecutive Board meetings, or failure to participate in the activities of the Board or BASC. For purposes of this subsection, the annual meeting of BASC shall be considered a Board meeting. A Director may be removed only after reasonable notice and opportunity to be heard. Notwithstanding Article 6, Section 8B, removal of a Director requires a two-thirds vote of all Directors present at the meeting. Notice of the removal of a Director by the Board shall be published in the BASC newsletter and on the BASC web site in a timely fashion.

Section 7: Vacancies

Any vacancy in any office or on the Board or any committee of the Board may be filled by affirmative vote of a majority of the remaining Directors. A Director elected to fill a vacancy shall be installed only for the unexpired term of the predecessor.

Section 8: Meetings of the Board of Directors

A. The Board of Directors shall meet at least once a year, at stated times, at the call of the President or at the written request of any four Directors filed with the Secretary.

B. A majority of the Directors shall constitute a quorum. A majority vote of those present and voting shall govern.

- C. Unless otherwise provided by law, Directors may, with the consent of the President, participate in a meeting by means of a conference telephone or similar communications equipment by means of which all Directors participating in the meeting can hear each other at the same time. Any Director who so participates shall be deemed present at said meeting.
- D. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if all Directors shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board of Directors. Such action by written consent shall have the same force and effect as the unanimous vote of such Directors at a meeting.

ARTICLE 7: EXECUTIVE COMMITTEE

Section 1: Composition of the Executive Committee

The Executive Committee shall consist of the President, the Vice President, two Program and Events Co-Chairs, the Secretary, the Communications Officer and the Treasurer.

Section 2: Duties of Officers of the Executive Committee

- A. President:** The President of BASC shall be the chairperson of the Board of Directors and the Executive Committee. The President shall be responsible for the coordination of the activities of BASC, the Board of Directors and the Executive Committee. She shall preside over all meetings of BASC, the Board of Directors and the Executive Committee. She shall have supervisory authority over the affairs of BASC, subject however to the authority of the Board of Directors. The President shall report to the Board of Directors and shall be subject to all legal and reasonable demands and restrictions duly made by the Board of Directors. Within the first year of taking office, the President shall develop a three-year strategic plan for BASC which shall be presented to the Board of Directors. The President shall collect all reports made by each committee, and shall maintain them and all reports made by the Executive Committee to the Board and all reports made by the Board and BASC to the Alumnae Association of Smith College. The President shall be an *ex-officio* member without voting rights of all committees of the Board of Directors, except the Nominating Committee, and all sub-committees of the Executive Committee. The President shall serve as the BASC liaison to the Alumnae Association of Smith College.
- B. Vice President:** The Vice President of BASC shall assume the duties of the President in her absence or inability to serve. She

shall be the vice chair of the Board of Directors and the Executive Committee. The Vice President shall assist the President in the coordination of activities of BASC, the Board of Directors and the Executive Committee. The Vice President shall assist the President in the development and presentation of the three-year strategic plan for BASC. The Vice President also shall maintain the membership records of BASC members and shall update them as necessary, working closely with the Alumnae Admission Program Committee, the Alumnae Association of Smith College and the Web Master of the BASC web page. The Vice President also shall maintain a directory of the current Directors, committee members and volunteers. The Vice President shall report to the Board of Directors and shall be subject to all legal and reasonable demands and restrictions duly made by the Board of Directors. The Vice President shall be an *ex-officio* member without voting rights of all committees of the Board of Directors, except the Nominating Committee, and all sub-committees of the Executive Committee.

- C. Co-Chairs of Programs and Events:** The two Co-Chairs of Programs and Events shall develop, plan and implement programs and events in furtherance of BASC's mission and purpose, except those programs and events administered by the Standing Committees. The responsibility of implementing such programs and events shall be shared by all members of the Executive Committee. The Co-Chairs of Programs and Events shall appoint such other BASC members to their committees as needed, whose terms shall expire after one year unless otherwise re-appointed by the Co-Chairs.
- D. Secretary:** The Secretary shall be the recording secretary, and keep a record of all proceedings, programs and events, of BASC, the Board of Directors and the Executive Committee. Prior to any proceedings, the Secretary shall request agenda topics from the Directors or Executive Committee members, as the case may be. Upon receipt of these agenda topics, she shall assemble them and include them in the agenda for the proceeding and shall distribute copies of the agenda at the proceeding. The Secretary also shall maintain the archives and official records of BASC. The Secretary shall maintain attendance records of said proceedings, programs and events. The Secretary shall distribute copies of the minutes and reports of proceedings to each Director, in the case of Board proceedings, and to each member of the Executive Committee, in the case of Executive Committee proceedings, no later than two weeks after said proceedings.
- E. Communications Officer:** The Communications Officer shall be responsible for maintaining communications with BASC regarding events, announcements and initiatives of BASC. The Communications Officer shall supervise the publication and

distribution of the BASC newsletter and shall serve as the Web Master for the BASC web site. She also shall coordinate public relations and press releases for BASC. Notwithstanding the foregoing, all public communications are subject to the approval of the Executive Committee prior to being published and distributed.

- F. Treasurer:** The Treasurer shall collect all revenues of BASC and deposit all monies in such bank or other depository as shall be designated by the Executive Committee. The Treasurer shall disburse funds on the authorization of any member of the Executive Committee other than herself. The Treasurer shall prepare and maintain accurate and detailed records of account, with all receipts and disbursements, the amount of cash on hand, and the amount of money owed by BASC or owing to it, and such other information as may be pertinent to the judgment of the Treasurer, or such as may be required by the Executive Committee or by the Board of Directors. The Treasurer shall supervise the preparation and presentation of BASC's budget to the Executive Committee, the Board of Directors and BASC.

Section 3: Meetings of the Executive Committee

- A.** The Executive Committee shall meet at least twice a year, at stated times, at the call of the President or at the written request of any three members of the Executive Committee filed with the Secretary.
- B.** A majority of the members of the Executive Committee shall constitute a quorum. A majority of those present and voting shall govern.
- C.** Unless otherwise provided by law, members of the Executive Committee may, with the consent of the President, participate in a meeting by means of a conference telephone or similar communications equipment by means of which all members of the Executive Committee participating in the meeting can hear each other at the same time. Any member of the Executive Committee who so participates shall be deemed present at said meeting.
- D.** Any action required or permitted to be taken by the Executive Committee may be taken without a meeting if all members of the Executive Committee shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Executive Committee. Such action by written consent shall have the same force and effect as the unanimous vote of such members of the Executive Committee at a meeting.

ARTICLE 8: STANDING COMMITTEES

There shall be standing committees, the Chairs of which shall be members of the Board. The members of the standing committees shall be appointed by their respective Chairs subject to the approval of the Board.

Section 1: Reports

All standing committee reports shall be submitted to the Board for approval prior to being made available to the members of BASC. The Chair of each standing committee shall submit a written annual report to the Board at the end of each year.

Section 2: Meetings

Each standing committee shall meet no less than four times a year.

Section 3: Nominating Committee

- A.** The Nominating Committee is responsible for the identification and recruitment of BASC volunteers who can serve in leadership positions or in the various committees or as Advisory Directors in BASC, or in other leadership positions that may be available within the Smith College community. The Nominating Committee shall seek, but is not limited to, recommendations from the Board of Directors, members of any committees, BASC members, and other Smith College alumnae. With respect to Advisory Directors, the Nominating Committee may consider current or former Smith College faculty members, current or former Smith College administrators, members of BASC, and other individuals not necessarily affiliated with Smith College or the Alumnae Association of Smith College whose knowledge and expertise are valuable to the Board in carrying out its responsibilities.
- B.** The Nominating Committee shall identify candidates to be presented for election for all open Board, Executive Committee and Nominating Committee positions. Notwithstanding the foregoing, nothing in this section shall be deemed to preclude a person from nominating herself for any such elective positions.
- C.** The Nominating Committee shall solicit nominations, produce and distribute the ballot in accordance with Article 6, Section 4 above.
- D.** The Nominating Committee shall announce the election results and shall produce to the Communications Officer for distribution to BASC members a final report of election results.
- E.** The Chair of the Nominating Committee shall maintain profiles of all candidates, whether for election or appointment, in a secure, private and confidential location.
- F.** The Nominating Committee shall consist of no fewer than four or more than nine members.
- G.** Neither the President nor the Vice President may be a member of the Nominating Committee.

Section 4: Black Alumnae Weekend Committee

The Black Alumnae Weekend Committee shall be responsible for developing, planning and implementing an annual weekend reunion event for BASC.

A. Duties of the Chair:

1. The Chair of the Black Alumnae Weekend Committee, with the assistance of its members, shall organize all aspects of the event, including the selection of the reunion theme and the programs, budgeting for the event and acting as the liaison with the Alumnae Association of Smith College for specific arrangements.
2. The Chair shall appoint the chairs and members of various programs and events, outline their duties and responsibilities, consult with them frequently, follow up on plans, and make deadlines clear. The Chair, with the assistance of the Nominating Committee, shall solicit volunteers well in advance of the event and shall try to identify individuals who may have professional ties to a specific reunion-related job (e.g., event planner, designer, printer, publisher, and photographer).
3. The Chair shall establish a time line and schedule for the event within two months of taking office and shall work closely with, and shall make regular reports to, the Executive Committee and to the Alumnae Association of Smith College regarding the progress of the planning, financing and implementation of the event.
4. The Chair shall collect from its committee members, keep and maintain, accurate and detailed records, correspondence and reports of the event, including all mailings, budgets and financial reports, receipts, vendors, speakers, list of those attending the event and total attendance, awards given, final event reports, and ideas for improvements from committee members and attendees. The Chair shall organize said records and reports into a notebook immediately following the event. Said notebook and any memorabilia of permanent value to BASC shall be given to the succeeding Chair of the Black Alumnae Weekend Committee when she takes office.

Section 5: Fundraising Committee

The Fundraising Committee shall develop strategy, solicit and raise funds to support BASC's programs and initiatives. The Fundraising Committee also shall encourage investment by Black alumnae in the Women of Color Emergency Fund, the Alumnae Fund of the AASC and in the Smith College community, with the approval of and in conjunction with the AASC and/or Smith College, as may be required.

A. Duties of the Chair:

1. The Chair of the Fundraising Committee, with the assistance of the Nominating Committee, shall appoint new members of the committee.
2. Within the first year of taking office, the Chair, in consultation with the AASC and, if required, Smith College, shall develop a three-year strategic fundraising plan which shall be presented to the Board of Directors.
3. The Chair shall work closely with, and make periodic reports to, the Executive Committee and to the Board.
4. The Chair shall collect from its committee members, keep and maintain accurate and detailed records and reports of the committee's activities. The Chair shall maintain said records and reports in a secure, private and confidential location.

B. The Alumnae Fund Liaison:

The Alumnae Fund Liaison shall be a member of the Fundraising Committee. She shall be responsible for communicating Alumnae Fund policy, procedures, current activities and goals. She shall work closely with, and make periodic reports to, the Fundraising Committee and to the Board.

Section 6: Student Relations Committee

The Student Relations Committee shall develop, plan and implement programs and events between BASC and the current students at the College. The Student Relations Committee shall also oversee BASC's programs and activities regarding recruitment of prospective Black students.

A. Duties of the Chair:

1. The Chair of the Student Relations Committee, with the assistance of the Nominating Committee, shall appoint new members of the committee.
2. The Chair shall work closely with, and make periodic reports to, the Executive Committee and to the Board.
3. The Chair shall collect from its committee members, keep and maintain accurate and detailed records and reports of the committee's activities.

B. The Network of Alumnae Admissions Coordinators Liaison:

The Network of Alumnae Admissions Coordinators Liaison shall be a member of the Student Relations Committee. She shall be responsible for communicating College Admissions Office policy, procedures, current activities and goals. She shall work closely with, and make periodic reports to, the Student Relations Committee and to the Board.

ARTICLE 9: AD HOC COMMITTEES

There shall be such other committees as the Board or the Executive Committee from time to time may appoint to study, develop, supervise or investigate special issues or projects. The Board or the Executive Committee, as the case may be, shall appoint the Chairs of any such committees. Each committee so created

shall terminate at the end of the fiscal year in which it was created unless otherwise mandated.

ARTICLE 10: FISCAL YEAR

The fiscal year of BASC shall begin on the first day of September and end on the last day of August. Unless otherwise determined, the annual activities and reports of BASC shall conform to this time period.

ARTICLE 11: AMENDMENTS

Section 1: Amendments by the Board of Directors

The Board of Directors shall have the power to make, alter, amend or repeal any and all provisions of the ByLaws, with the approval of two-thirds vote of the Directors, notwithstanding Article 6, Section 8B. The Board shall then publish said amendments in the BASC newsletter and on the BASC web site in a timely fashion.

Section 2: Amendments by BASC

The members of BASC shall have the power to make, alter, amend or repeal any and all provisions of the ByLaws, with the approval of two-thirds vote at any annual or special meeting of BASC at which a quorum is present, notwithstanding Article 5, Section 3, if notice of the substance of the proposed amendment is stated in the notice of such meeting.

ARTICLE 12: PROHIBITION OF INUREMENT AND POLITICAL ACTIVITY

No part of the net earnings of BASC shall inure to the benefit of, or be distributed to, any member, Director, officer or any other private individual, except that BASC shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the mission and purposes set forth in Article 2.

No substantial part of the activities of BASC shall consist in carrying on propaganda or otherwise attempting to influence legislation. BASC shall not participate in, or intervene in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office.

Nothing contained in these ByLaws shall authorize or permit BASC to operate or undertake any activity other than exclusively for charitable, scientific, literary or educational purposes, within the meaning of Sections 501(c)(3) and 170(b)(1)(A) of the Internal Revenue Code of 1986, as amended.

ARTICLE 13: TERMINATION, DISSOLUTION OR LIQUIDATION

In the event of the termination, dissolution or liquidation of BASC, all property and assets of BASC shall, after the payment of any and all lawful debts, be given to Smith College to be distributed to the Women of Color Emergency Fund. If the