AFRICAN AMERICAN ALUMNAE/I ASSOCIATION
OF SIMMONS COLLEGE
BYLAWS

ARTICLE I
NAME

The name of this Association shall be the African American Alumnae/i Association of Simmons College (hereinafter referred to as the “Association”).

ARTICLE II
PURPOSE

Section 1. Purpose

The Association represents and serves all African American and African descended (also referred to as “alumnae of African descent” or “Black”) alumnae/i of Simmons College, in order to serve and advance the interests of Simmons College and to support African descended alumnae/i and students. We foster a spirit of fellowship among alumnae/i, students, faculty and administrators; and preserve the history and celebrate the accomplishment of the college and its alumnae/i.

The goals of the Association shall be: to lead in the continuing development of Simmons alumnae/i of African descent as influential professionals in the community, the home and the workplace; to direct a process incorporating alumnae/i with students, faculty and administration to further unify and strengthen the college; to foster an inclusive environment that addresses the academic, cultural and social needs of students of African descent at Simmons College, potentially increasing their recruitment, retention and overall quality of life; and to promote recognition of the undergraduate college as a unique women’s educational experience for students of African descent.

ARTICLE III
MEMBERSHIP

Section 1. Composition

The Members of the Association shall consist of African American and African-descended graduates of both the undergraduate and graduate schools which comprise Simmons College.

Section 2. Rights and Privileges

Members shall have all the rights and privileges of membership which shall include, but not be limited to, the right to vote, to hold office, to nominate and to serve on AAAA committees.
ARTICLE IV
EXECUTIVE BOARD

Section 1. Powers

The Executive Board may exercise all of the powers of the Association and shall be responsible for setting its policies and supervising the direction and management of its affairs and shall perform such other duties as provided in these Bylaws, except as otherwise provided by law, the Simmons College Bylaws or Simmons College Charter. The Executive Board may act on any matter even if there are one or more vacancies on the Executive Board.

Section 2. Composition

The members of the Executive Board (the “Officers” and “Directors”) shall consist of the following:
   a. Voting members. The voting members of the Executive Board shall be composed of the Officers, the Elected Directors (as defined below), and the Appointed Directors, if any (as defined below).
   b. Non-voting Members. A representative of the Simmons Office of Alumnae/i Relations for the College, the coordinator of AHANA programs and a representative of the Black Student Organization shall be non-voting members of the Executive Board.

Section 3. Nomination and Election

The Nominating Committee shall present a slate of Executive Board members for election by the Association thirty (30) calendar days before the Simmons College Alumnae Association Annual Reunion Weekend.

Section 4. Duties

The Officers and Directors shall perform all duties pertaining to their office as determined in the roles and responsibilities documents and policies of the Association currently in effect.

Section 5. Number of Directors

   a. Elected Directors.
      (1) There shall be a minimum of four (4) elected Directors (the “Elected Directors”). The members may elect from time to time additional Directors of the Association.
      (2) Each Elected Director shall serve for a term of two (2) years and such terms shall be staggered so that approximately one-half of the total number of Elected Directors shall be elected at each Annual Meeting of the Association. No Elected Director shall serve more than three (3) consecutive terms in the same position.
   b. Appointed Directors.
(1) The President may appoint up to three (3) additional Directors (a “Director at Large”) to fulfill and carry out such duties and responsibilities as shall be determined by the Executive Board.

(2) Directors at Large, if any, shall hold office, except as otherwise herein provided, for a term of two (2) years. No Director at Large shall serve more than three (3) consecutive terms.

Section 6. Eligibility

Any member of the Association shall be eligible to serve as an Officer, Elected Director, or appointed Director at Large.

Section 7. Vacancies

Vacancies in the office of Elected Directors, Directors at Large or Officers, except for President, however occurring, may be filled by a vote of the Executive Board for the unexpired term.

Section 8. Resignation and Removal.

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

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

ARTICLE V
OFFICERS OF THE EXECUTIVE BOARD

Section 1. Designation

The officers of the Association shall be President (the “President”), Vice-President, Finance/Development Officer and Secretary.

Section 2. Election of Officers

The officers shall be elected by the membership to serve for a term of three (3) years or until their successors are chosen and qualified.

a. Rotation.
The President and Vice President shall be elected in years opposite the Secretary and Finance/Development Officer.

b. **President.** The President shall be the chief executive officer and, subject to the directions of the Executive Board, shall have general charge and supervision of the affairs of the Association; shall preside at all meetings of the Membership and the Executive Board; shall be an ex-officio member of all committees except the Nominating Committee; and shall have such powers and perform such other duties as may be designated by the Executive Board.

c. **Vice President.** The Vice President shall serve as an active aide to the President; shall assume the duties of the President in the absence of the President; shall fill the office of presidency for the unexpired term in the event of a vacancy in that office; and shall have such other powers and perform such other duties as may be designated by the President or the Executive Board.

**Section 3. President Succession**

In case of a temporary absence of the President, the succession shall be Vice President, Finance/Development Officer, and then Secretary. In the event that the elected President is unable to fulfill his/her term, the Vice President shall become President.

**ARTICLE VI**

**MEETINGS OF THE EXECUTIVE BOARD**

**Section 1. Regular Meetings**

There shall be at least five (5) regular meetings of the Executive Board each year, one of which shall be during the Simmons College Alumnae Association Annual Reunion Weekend. Notice shall be given to each Director at least 15 calendar days prior to the date of every regular meeting of the Executive Board. Stipulation of the annual Executive Board calendar shall fulfill the requirement for notice.

**Section 2. Special Meetings**

Special meetings of the Executive Board may be called by the President or by a majority of the Executive Board filing a written request for such a meeting with the President and stating the object, date, and hour therefore. Due notice of special meetings shall be given seven (7) calendar days prior to such a meeting.

**Section 3. Meetings**

a. **Executive Board Quorum.** One-half plus one (1) of the Officers and Directors then in office, excluding any individual on leave of absence, shall constitute a quorum for the transaction of business at any regular or special meeting of the Executive Board except as otherwise required by these Bylaws. Voting is by simple majority unless otherwise specified in these Bylaws.
b. **Meeting Format.** The Executive Board shall select its own meeting format in any method allowed by the laws of the Commonwealth of Massachusetts. Any such meeting, whether regular or special, which complies with Sections 1 or 2, shall constitute a meeting of the Executive Board and shall subscribe to the policies, procedures and rules adopted by the Board.

c. **Meeting Notice.** Notice of all regular and special meetings of the Executive Board, an agenda of all items to be discussed at such meetings, and agenda support materials shall be available to all Officers and Directors prior to the meeting. Any Officer or Director may waive notice to any meeting. The attendance of an Officer or Director at any meeting also shall constitute a waiver of notice of such meeting, except where an Officer or Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

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

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

**ARTICLE VII**

**MEETINGS OF THE MEMBERSHIP**

Section 1. **Annual Meeting**

There shall be one (1) Annual Meeting (the “Annual Meeting) of the Membership held during the Simmons College Alumnae Association Annual Reunion Weekend each year at such a place, date and time as may be determined by the Executive Board. The purposes for which the Annual Meeting is to be held, in addition to those prescribed by law, or by these Bylaws may be specified by the Executive Board or the President.

Section 2. **Special Meetings**

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

Section 3. **Notice of Meetings**
A written notice of the place, date and time and in the case of a special meeting, the purposes of the meeting, shall be given at least thirty (30) days prior to the date of the meeting; to each member by delivering such notice to the member via electronic communication or by faxing it, or mailing it, to such member at her address as it appears in the records of the Association.

Section 4. **Quorum**

A quorum at any meeting of the Membership shall consist of twenty (20) voting members which shall include four (4) members of the Executive Board.

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

**ARTICLE VIII**

**COMMITTEES**

Section 1. **Establishment and Operation of Committees**

The Executive Board shall establish such committees and task forces as advisable without compromising the Executive Board’s authority and in keeping with the policies established by the Executive Board. The President shall appoint committee chairs. All committees and task forces shall operate in accordance with the roles and policies established by the Executive Board.

Section 2. **Standing Advisory Committees**

The Executive Board shall have the following Standing Advisory Committees which shall serve as advisors:

- a. Finance/Development Committee, chaired by the Finance/Development Officer
- b. Alumnae/i Engagement Committee, chaired by the Vice President
- c. Nominations Committee, chaired by the Director of Nominations
- d. Student Outreach Committee, chaired by the Director of Student Outreach
- e. Communications Committee, chaired by the Director of Communications

**ARTICLE IX**

**FISCAL YEAR**

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

**ARTICLE X**
PARLIAMENTARY AUTHORITY

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

ARTICLE XI
AMENDMENTS

These Bylaws may be altered, amended or repealed, in whole or in part, at any meeting of the Membership by the affirmative vote of two-thirds [2/3] of the members present and voting at any meeting, provided that the amendment shall be published with the notice of the meeting at which the amendment is to be proposed.