

MIT WOMEN'S LEAGUE BYLAWS

Article I: Name

The name of the association shall be the MIT Women's League.

Article II: Purpose

The MIT Women's League (WL), founded in 1913, strives to connect women in the MIT community through activities, interest groups, and volunteer service opportunities in order to enrich their lives individually and to benefit the broader MIT community.

Article III: Members

A. Membership:

Membership is open to all who identify as women or those who identify as non-binary affiliated with MIT, past and present. Members are defined as those who register as Members with the WL or who contribute to the Women's League Annual Fund for so long as their contact information on file with the WL is current and they have not elected to cease receiving emails from the WL. The WL does not require WL Members to pay dues.

B. Meetings of Members:

1. The Annual Meeting of Members of the WL shall be held in May of each year, at which time Members shall elect the officers of the WL and conduct such other business as is contemplated by these Bylaws or as the Chair may bring before the meeting.
2. The Chair shall call special meetings of the Members of the WL upon the written request of at least two members of the WL Board or upon the written request of at least ten Members. The request must specify the purpose of the special meeting.

C. Voting:

1. All votes of the Members taken at the Annual Meeting or at a special meeting shall be by voice vote unless a Member asks for a show of hands or a ballot, in which case the vote shall be so taken.
2. Action on any matter to come before a meeting of the Members requires the approval of more than 50% of the Members present at the meeting.

Article IV: Women's League Board

A. Responsibilities of the WL Board:

The general management of the business, property and affairs of the association and the conduct of its activities shall be vested in a board of volunteers identified as the Women's League Board.

B. Composition:

The WL Board shall be composed of the Executive Committee (contemplated by Article VI), any former Chairs of the WL Board that wish to remain on the WL Board and such number of additional Board Members as the Executive Committee shall determine and elect. Any WL Board Member elected by the Executive Committee shall be elected for an initial term of two years and may be reelected for an indefinite number of additional two-year terms.

C. Meetings:

The WL Board shall meet at least four times each calendar year on such dates and at such places and times as the Executive Committee shall determine. Additional meetings of the WL Board may be called by the Chair or by more than 50% of the members of the Executive Committee. Notice of meetings shall be given by email at least seven days in advance of each meeting, provided that members of the WL Board may waive notice.

D. Quorum and Voting:

1. More than 50% of the WL Board Members shall constitute a quorum for the transaction of business.
2. Action on any matter to come before a meeting of the WL Board requires the approval of more than 50% of Board Members present and voting, unless otherwise provided by these Bylaws.
3. Board Members may participate in meetings of the WL Board by conference telephone or other communications equipment by means of which all Board Members participating in the meeting can hear each other, and such participation shall constitute presence in person at the meeting.

E. Minutes:

Minutes of all meetings of the WL Board shall be kept by a WL staff member. If a WL staff member is not available at a meeting, the Chair shall appoint another individual to keep the minutes.

Article V: Officers

A. Enumeration:

The officers of the WL shall be a Chair; an Officer for Programming; an Officer for Social Events; an Officer for Service Projects; a Nominating Officer; a Treasurer; and an Honorary Chair. In addition, the Chair may appoint one of the other officers to serve as Vice-Chair. All officer positions are volunteer positions.

B. Election and Term:

1. Each officer, other than the Honorary Chair, shall be elected by the Members for a two-year term and may serve in such office for a maximum of two successive terms. An individual who has served two successive terms in the same office may be reelected to such office only after a two-year hiatus. Each such officer's term commences on the June 1 following the Annual or special Meeting at which the officer is elected.
2. The Honorary Chair shall be determined as follows:
 - a. The President of the Massachusetts Institute of Technology may elect to serve as Honorary Chair.
 - b. If the MIT President declines, the spouse / partner of the MIT President, if any, may elect to serve as Honorary Chair.
 - c. If the President's spouse/partner declines or if the MIT President does not have a spouse/partner, the MIT President may appoint an individual from the MIT community to serve as Honorary Chair.
 - d. If the MIT President determines not to appoint an individual to serve as Honorary Chair, the WL Board may elect an Honorary Chair.

Once in office, the MIT President or MIT spouse/partner may serve as Honorary Chair for as long as they remain in that role. Any other individual appointed or elected to the office of Honorary Chair shall serve for a two-year term commencing upon appointment or election, as applicable, and may be reappointed or reelected for a second two year term, but may not serve in such capacity for longer than four years.

C. Powers and Responsibilities:

1. *Chair.* The Chair shall preside at all meetings of the Members, the WL Board and the Executive Committee and shall exercise general supervision over the affairs of the WL. The Chair shall have such other powers and duties as are contemplated by these Bylaws and as the WL Board may from time to time designate.
2. *Treasurer.* The Treasurer shall keep an account of all funds received and disbursed by the WL during the fiscal year and shall report on an ongoing basis to the WL Board. The Treasurer shall have such other powers and shall perform such duties as the WL Board may from time to time designate.
3. *Other Officers.* Descriptions of the responsibilities of the Officer for Programming, Officer for Social Events, Officer for Service Projects, and Nominating Officer shall be maintained in the Women's League Office.
4. *Vice Chair.* If the Chair has appointed a Vice Chair, the Vice Chair shall preside at meetings of the Members and the WL Board when the Chair is absent.
5. *Honorary Chair.* The Honorary Chair shall have such powers and duties as are contemplated by these Bylaws and as the WL Board may from time to time designate.

D. Resignation:

Any officer may resign at any time by giving written notice of such resignation to the Chair or to the WL Board. Such resignation shall be effective upon notice unless a later time is specified therein, in which case the resignation shall be effective upon the earlier of the date specified and 60 days following submission of the notice.

E. Removal and Suspension:

Any officer may be removed or suspended with or without cause by vote of the other Executive Committee Members.

F. Vacancies:

Any vacancy in an office shall be filled promptly for the remainder of the term of the individual vacating the office by the Executive Committee. Such partial terms shall not be taken into account in determining whether an individual has met the term limit contemplated by Section B.1. of this Article

Article VI: Executive Committee

A. Existence and Composition:

The WL shall have an Executive Committee composed of the officers of the WL, serving ex officio.

B. Responsibilities of the Executive Committee:

The Executive Committee shall have all powers and authority of the WL Board between meetings of the WL Board.

C. Meetings of and Action by the Executive Committee:

1. The Executive Committee shall meet at least four times each calendar year (in addition to full Board meetings) on such dates and at such places and times as the Executive Committee shall determine. Additional meetings of the Executive Committee may be called by the Chair or by more than 50% of the members of the Executive Committee. Meetings of the Executive Committee shall be conducted as if they are meetings of the full WL Board, including with respect to notice, quorum, voting and minutes.
2. Notwithstanding the foregoing, the Executive Committee may vote by email on time sensitive matters at any time. Executive Committee Members will have two business days to respond to requests for an email vote. Only those Executive Committee Members who respond within such two-day period will be counted for purposes of determining whether a quorum for the email vote exists and whether the matter is approved.

Article VII: Nominating Committee and Process

A. Responsibility of the Nominating Committee:

There shall be a Nominating Committee responsible for identifying and vetting candidates for WL positions and, together with the WL staff member, counting votes and tabulating results of elections for WL positions.

B. Composition:

The Nominating Committee shall consist of a Chair who is an officer of the WL and at least four other individuals who are Members of the WL. The Nominating Committee Chair shall be elected by the Members at an Annual Meeting to serve a two-year term commencing on the June 1 following the Annual Meeting at which the Nominating Committee Chair is elected. The remaining members of the Nominating Committee shall be appointed by the Nominating Committee Chair and shall include

at least one WL Board member who is not an officer of the WL if the WL Board includes any.

C. The Nominating Process:

1. At the regular meeting of the WL Board preceding the WL Annual Meeting, the Board Members shall discuss potential successors for officers and committee members whose terms are expiring.
2. The Nominating Committee shall nominate one candidate for each open position. The Nominating Committee shall consider the potential successors discussed by the Board at its meeting, but shall not be bound by it. A list of the Nominating Committee's nominees and the positions for which they have been nominated shall be sent to all WL members at least three weeks before the WL Annual Meeting.

Article VIII: Other Committees

The WL Board may vote to establish such additional committees as it deems necessary or desirable in furtherance of the WL's purpose. The Chair shall appoint an individual to chair any committee so established and that individual shall appoint the remaining members of her committee. Each committee shall submit a written report to the WL Board annually focused on its accomplishments during the preceding year and its plans for the coming year.

Article IX: Staff

It is essential to the operation of the WL that there be an MIT staff member to support the day-to-day affairs of the association. A description of the responsibilities of the staff member shall be maintained in the Women's League Office and office of the MIT President. Any changes to the description must be approved by the Chair and the Executive Director of the Office of the MIT President in consultation with the WL staff member, if an individual is serving as the WL staff member at the time.

Article X: Finances

The funds necessary to operate the MIT Women's League shall come from the following sources:

- A. MIT support of the Women's League Office and staff member;
- B. Income from endowed funds and special projects; and
- C. Voluntary contributions to MIT for the benefit of the Women's League.

Additionally, an annual appeal for voluntary contributions may be made at the direction of the WL Board.

Article XI: Publications

Publications of the MIT Women's League shall contain information about WL events and activities and strive to stimulate interest and participation in the work of the WL.

A. Annual Report:

The WL staff member shall prepare a WL Annual Report which shall be presented to the association at the WL Annual Meeting and thereafter be available to individuals upon request to the WL staff member.

B. Other Publications:

The WL Board, in its discretion, may issue additional informative publications to members and other individuals from time to time.

Article XII: Use of Rooms

A. Memorial Rooms available to the WL:

All WL groups and individuals wishing to use the Memorial Rooms available to the WL, namely the Emma Savage Rogers Room 10-340 and the Alice Young Maclaurin Room 10-300, must apply for a reservation through the WL staff member.

B. Other Rooms at MIT:

For WL Board-approved activities and events, application may be made to the appropriate MIT office-to use classrooms or other MIT facilities.

Article XIII: Amendments to the Bylaws of the MIT Women's League

These Bylaws may be amended by a vote of at least two-thirds of the WL Members present at the Annual or a special meeting of the WL, or by requested electronic vote, to take place in a specified window of time not to exceed three (3) business days. Votes received after the electronic voting window is closed will not be counted. Notice of the proposed amendment must be provided to the Members at least three weeks in advance of the voting period or meeting.

A quorum of WL members shall be required for all voting, whether in person or electronically. More than 50% of the WL Members shall constitute a quorum.

Article XIV: Discontinuance of the MIT Women's League

Upon the recommendation of the WL Board and with the approval of the President of MIT and consultation with MIT's legal advisors, the WL may be discontinued. All MIT funds which are administered by the WL shall be allocated to one or more associations or

organizations at MIT which support activities similar to or consistent with the purpose of the WL, as jointly determined by the WL Board and the MIT President.