

Clean copy of bylaws with changes approved by BOD on 12/07/05 and Mission Statement III approved by BOD 5/2006. Subject to ratification by membership.

Bylaws of the MIT Crew Alumni Association Amended xx/xx/200x

ARTICLE I

NAME, MISSION STATEMENT and AUTHORITY

1.01 **Name.** The name of the organization formerly known as the Friends of MIT Crew is changed to the MIT Crew Alumni Association, or MITCAA.

1.02 **Mission Statement.** The mission of the MIT Crew Alumni Association is: (a) to encourage the maintenance of the crew program at the highest possible level of excellence, no less than its traditional competitors; (b) to provide financial support and inspiration toward that end; and (c) to provide the means for alumni to retain a close relationship with the crew program, their crewmates, and current student athletes.

1.03 **Effect.** These Bylaws are enacted pursuant to paragraph 12 of the Rules and Regulations of The Friends of MIT Crew, the agreement between the MIT administration and The Friends of MIT Crew, signed in June 2001 ("Agreement"). These Bylaws are intended to supplement the Agreement in matters of organization and internal management of the MIT Crew Alumni Association and shall supersede paragraph 3 of the Agreement. Additionally, the Board of Directors established in these Bylaws shall assume responsibility for all those functions listed in the Agreement as duties or responsibilities of the Managing Committee. In the event of conflict between the Agreement and these Bylaws, except in paragraph 3 of the Agreement, the Agreement shall control.

ARTICLE II

MEMBERS and ANNUAL MEETING

2.01 **Qualifications.** Membership in the MIT Crew Alumni Association shall be open to anyone who participated in the intercollegiate rowing program while a student at MIT.

2.02 **Annual Meeting.** An annual meeting of the membership shall be held in the vicinity of MIT at a time and place to be decided by the Board of Directors. Written notice of the annual meeting shall be made to the membership at least thirty (30) days in advance with a draft agenda of business for the meeting.

ARTICLE III
BOARD OF DIRECTORS

3.01 Powers and Compensation. The business and affairs of the MIT Crew Alumni Association shall be managed by its Board of Directors ("Board"). Directors shall serve without compensation.

3.02 Number and Tenure of Directors. The number of Directors, not including Special Directors and ex-officio Directors, shall be twelve (12), or more as set forth below. The term of each Director shall be three (3) years. Each Director may hold office for two (2) consecutive terms. A Director who serves two (2) consecutive terms shall not be eligible for re-election until three (3) years after his or her most recent service.

3.03 Election of Directors. One-third (1/3) of the Directors shall be elected each year for three-year terms by the membership based upon the ballot materials circulated in advance by or for the Nominating Committee. Any dispute as to the outcome or validity of an election to the Board of Directors shall be decided by the outgoing Board

3.04 Special Directors. The Board of Directors may appoint additional, non-voting Special Directors whose terms shall be one (1) year and who may be reappointed for one (1) or more additional terms.

3.05 Ex-officio Directors. The immediate Past President of the MIT Crew Alumni Association, if not otherwise a Director, shall be an ex officio Director for one (1) subsequent year. Ex officio Directors shall be non-voting.

3.06 Qualifications. Each Director shall have participated in the intercollegiate rowing program while a student at MIT, be presented as a candidate by the Nominating Committee and elected by the membership. No current coach of any MIT crew or other personnel of the MIT Department of Athletics, Physical Education and Recreation may be a Director.

3.07 Other Meetings. Meetings of the Board of Directors may be called by the President or at least four (4) Directors. Board meetings may be conducted in person or by telephone conference.

3.08 Notice. Notice of any meeting of the Board of Directors shall be given at least seven (7) days in advance in a manner designed to reach all Directors. The notice shall specify the time, location or means of participating, and business to be transacted.

3.09 Quorum. Sixty percent (60%) of the Directors shall constitute a quorum for the transaction of business at any meeting of the Board. If a quorum is not

present, the Directors present may conduct business but any such business must, within thirty (30) days, be approved at a meeting of the Board or ratified in writing by a majority of the full Board.

3.10 Manner of Acting. The Board of Directors shall act by vote of a majority of those present with a quorum, except as otherwise provided in these Bylaws.

3.11 Minutes. The Board of Directors shall keep regular minutes of its proceedings. These minutes shall be sent to Board members not more than thirty (30) days after the meeting, but at least seven (7) days prior to the next scheduled meeting.

3.12 Vacancies. Any vacancy occurring on the Board of Directors shall be filled by the Board. A Director selected to fill a vacancy for an unexpired term of less than one (1) year is eligible to serve two (2) consecutive full terms on the Board.

3.13 Removal. The Board of Directors may remove any Director by a vote of seventy-five percent (75%) of the full Board. Absence from three (3) consecutive Board meetings is equivalent to resignation, at the discretion of the Board. The Secretary shall give notice of removal in writing to the Director not more than ten (10) days subsequent to such action.

ARTICLE IV OFFICERS

4.01 Election and Term of Office. The Board of Directors shall elect Officers at the beginning of the first Board meeting after an annual Directors election, with their terms of office to begin immediately. All Officers shall be elected for one-year terms and may be re-elected for additional terms so long as they are Directors.

4.02 Removal and Vacancies. Any Officer may be removed from office by a two-thirds (2/3) vote of the full Board. A vacancy in any office shall be filled by the Board for the unexpired portion of the term.

4.03 President. The President shall serve as the Chief Executive Officer of the MIT Crew Alumni Association. The President, or other Officers as delegated by the President, shall preside at meetings of the Board of Directors. The President shall have such powers and/or perform such duties as are vested in the position by these Bylaws, and as prescribed by the Board.

4.04 Vice Presidents. One or more Vice Presidents may be appointed by the President, subject to approval of the Board of Directors. Each Vice President shall have specific responsibilities established by the Board.

4.05 **Secretary.** The Secretary shall keep a record of attendance and the minutes of all Board of Directors meetings, keep contact information of each member and, in general, perform all duties incident to the office of Secretary. The Secretary may, with the prior approval of the Board, delegate some portion of these duties to staff employed at the MIT Alumni Office or elsewhere, in which case the Secretary shall oversee such staff work and report on it to the Board. The Secretary shall prepare an annual report conforming to the requirements of the MIT Alumni Office. The Secretary shall perform such other duties as may be assigned by the President or prescribed by the Board.

4.06 **Treasurer.** The Treasurer shall monitor and report balances, receipts and disbursements of all funds raised by the MIT Crew Alumni Association or used from any source to support rowing at MIT. The Treasurer shall perform such other duties as may be assigned by the President or prescribed by the Board of Directors.

ARTICLE V COMMITTEES

5.01 **Nominating Committee.** The Nominating Committee shall be a standing committee of three (3) members and shall prepare the ballot for each annual election of Directors, subject to approval of the Board of Directors. The immediate Past President shall be chair of the Nominating Committee. The other members of the committee shall be the next two (2) preceding Past Presidents. The Board shall appoint Nominating Committee members to fill vacant Past President positions. A member of the Nominating Committee who is a candidate for election or re-election to the Board of Directors shall have no input to that ballot. The Board shall appoint a replacement for that purpose.

5.02 **Selection Criteria.** The Nominating Committee shall consider candidates, including those suggested by any member of the MIT Crew Alumni Association, based upon their ability and potential to assist in accomplishing the mission as stated in Section 1.02. The Nominating Committee shall also take into account diversity, including, but not limited to, age, gender and undergraduate rowing experience, such that the Board is reasonably representative of the entire membership. Each year, the Nominating Committee shall announce to the membership the number of forthcoming Director vacancies and solicit suggestions for candidates. All references to candidates shall be presented in the same format. Those recommended by the Nominating Committee may be so designated.

5.03 **Other Committees.** The Board of Directors may designate and appoint additional committees and shall set forth the charge of any such committee. Each committee shall consist of a committee chair and individuals appointed by the President, subject to approval of the Board. Each committee shall consist of at least one (1) Director but need not be chaired by a Director. Each committee

shall adopt rules for its own government consistent with these Bylaws and approved by the Board.

5.04 **Vacancies.** Vacancies on any committee shall be filled in the same manner as provided in the case of original appointments.

5.05 **Quorum.** Unless otherwise provided, a majority of the full committee, including the committee chair, shall constitute a quorum, and decisions made at meetings where a quorum is present shall be the act of the committee.

ARTICLE VI OFFICE, RECORDS AND STAFF

6.01 **Fiscal Year.** The fiscal year of the MIT Crew Alumni Association shall be the same as MIT's fiscal year.

6.02 **Books and Records.** The Officers or their designees shall work with MIT, in accordance with Section 9 of the Agreement, to exchange financial and other information and shall work with the MIT Alumni Office to maintain a complete and accurate record of the names and contact information for all members.

6.03 **Office.** Unless otherwise designated by the Board of Directors, the principal office of the MIT Crew Alumni Association shall be: c/o The Association of Alumni & Alumnae of MIT ("MIT Alumni Office"), 77 Massachusetts Avenue, Cambridge, Massachusetts, 02139.

6.04 **Support Staff.** The President may, with approval of the Board of Directors and in accordance with the budget, retain and direct the work of staff to perform professional and/or clerical services related to the MIT Crew Alumni Association. Any such services shall be hired under a contract approved by the Board, or may be obtained from the MIT Alumni Office staff according to agreement between the MIT Crew Alumni Association and the MIT Alumni Office.

ARTICLE VII INTERPRETATION

7.01 **Interpretation.** In questions of interpretation as to the meaning and/or effect of these Bylaws, a majority vote of the full Board of Directors shall be definitive.

ARTICLE VIII AMENDMENT

8.01 **Amendment.** These bylaws may be altered, amended or repealed and new Bylaws may be adopted by a two-thirds (2/3) vote of the full Board of Directors when subsequently ratified by a majority of the members voting. Written notice,

describing completely any proposed change, shall be sent to the membership at least thirty (30) days prior to the date at which the vote to ratify is scheduled.