

RADCLIFFE CLUB OF SAN FRANCISCO

CONSTITUTION & BY-LAWS

ARTICLE I - NAME

The name of this club shall be the **RADCLIFFE CLUB OF SAN FRANCISCO**.

ARTICLE II - PURPOSE

The Radcliffe Club of San Francisco is an educational and charitable organization formed to support and extend in every way possible the welfare and aims of Radcliffe College, and to enhance the educational and intellectual life of the women graduates of Harvard University and Radcliffe College.

No substantial part of the activities of the Club shall be the carrying on of propoganda, or otherwise attempting to influence legislation, and the Club shall not participate in, or intervene (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the Club shall not carry on any other activities not permitted to be carried on by an association exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954.

ARTICLE III - MEMBERSHIP

Section A - Eligibility

1. All alumnae of Radcliffe College and women of Harvard University who have satisfactorily completed at least one full undergraduate course either in a Radcliffe or Harvard school, or in the Harvard-Radcliffe Program in Business Administration, or been enrolled in the Radcliffe Institute shall be eligible to be a member of the Club. No undergraduate student shall be eligible to be a member until her class has been graduated.
2. Honorary membership may be extended to friends of Radcliffe College by the President with the approval of the Board of Directors. Honorary members shall be entitled to all of the privileges of Club membership except those of voting and holding office, and they shall be exempt from the payment of dues.
3. Members in good standing of other Radcliffe Clubs may be extended the courtesy of membership during periods of temporary residence in the Bay Area.

Section B - Dues

1. The Board of Directors is charged with setting the appropriate dues structure. They may establish special dues categories for recent or retired alumnae, as they see fit.
2. The fiscal year shall end on the 30th day of June.

ARTICLE IV - OFFICERS

Section A - Officers and Terms

1. The officers of this Club shall be a President, Vice President, Treasurer, and Secretary. They shall form the Executive Committee of the Board of Directors.
2. The term of office of the officers shall be from the annual business meeting at which they are elected until the adjournment of the next succeeding annual business meeting, or until their successors are elected and shall qualify.
3. No person shall serve more than three successive terms in the same office, except the Treasurer, by approval of two-thirds of the Board of Directors.
4. In the event that the office of President becomes vacant before the expiration of a term, it shall be filled by the Vice President for the unexpired portion thereof. If the Vice President is unable or unwilling to serve as President, the Board of Directors shall elect a President who shall serve for such unexpired portion of the term. In the event that any other office becomes vacant prior to the expiration of a term, it shall be filled for the unexpired portion thereof by a person appointed by the President, with the approval of the Board of Directors.
5. Anything in the foregoing to the contrary notwithstanding, if any officer is absent from the meetings of the Board of Directors or is unavailable for a prolonged period of time, the Board may declare such office vacant, whether or not such officer has tendered her resignation, and a new officer shall be chosen in the manner and for the period of time specified in paragraph 4, supra.

Section B - Duties of Officers

1. The President shall preside at all meetings of the Club and of the Board of Directors. She shall be a member ex officio of all committees of the Club except the Nominating Committee. She shall be the representative of the Club at all College, alumnae and other functions, or may designate another member of the Club to attend in her stead. She shall decide on the agenda and call the meetings of the Board and the Executive Committee, at such time and place as she shall specify. She shall, with the approval of the Board, have the power to make monetary commitments for the Club.

2. The Vice President shall, in the absence or disability of the President, perform the duties of the President, and shall assist the President in whatever manner requested.

3. The Treasurer shall collect and hold all funds of the Club, shall keep a strict debit and credit account of the same, and shall pay all authorized Club bills. She shall present a detailed written financial report at all meetings of the Board of Directors and at the annual business meeting of the Club. In addition, she shall prepare all financial and other reports which may be required by various governmental authorities with respect to activities of the Club. She shall prepare a final Treasurer's report covering the activities of the Club during the fiscal year, for presentation at the annual business meeting of the Club. This final report shall be submitted to the Executive Committee, or to the Finance Committee if one has been constituted, two weeks prior to the annual business meeting for review and approval.

4. The Secretary shall take notes of the meetings of the Club and the Board of Directors. She shall keep a file of all records and documents of the Club and provide copies to the President, as requested. She shall give appropriate notice of each meeting of the Club and of the Board of Directors. She shall conduct all the general correspondence of the Club not specifically assigned to other officers. She shall notify the Alumnae Association of the College and all other organizations with which this Club maintains active relations of the results of the elections of the Club. She shall send reports of the Club meetings and activities of the Club, where appropriate, to the Radcliffe Quarterly.

Section B - Method of Nomination

A Nominating Committee, consisting of three to five members, shall be elected by the Board of Directors at its first fall meeting. The Nominating Committee shall, by majority vote, select nominees for each of the offices, and shall report its selections to the Executive Committee no later than one month before the annual business meeting. The report of the Nominating Committee shall be set forth in the notice of the annual business meeting of the Club. The Nominating Committee shall choose its own chairman.

ARTICLE V - BOARD OF DIRECTORS

Section A - Members

1. There shall be a Board of Directors which shall have charge of and direct all the affairs of the Club.

2. The Board of Directors shall consist of the officers and the chairmen of the Standing Committees.

3. Each member of the Board of Directors shall have one vote with respect to each matter voted upon by the Board, whether or not she holds more than one position on the Board. The total number of votes shall not exceed fifteen.

4. Resolutions concerning important policy decisions may only be passed at meetings of the Board of Directors at which a quorum is present. However, any resolution which is approved at a meeting at which there is no quorum may be ratified at the next successive meeting at which there is a quorum.
5. A quorum at a meeting of the Board of Directors shall consist of a majority of the membership of the Board.
6. The Board of Directors shall act by majority vote of those present at a meeting unless a greater percentage of vote is required by the Constitution and By-Laws.
7. The Board of Directors shall meet monthly, if possible, and in no case less than six times during the fiscal year. Meetings shall be open to the membership of the Club by vote of the Board. Any person may be invited by the Board of Directors to attend any meeting of the Board.
8. In the event that the most recent past President of the Club is not on the Board of Directors, she shall be a member ex officio of the Board, without vote, and shall be invited to all meetings of the Board.

ARTICLE V - COMMITTEES

Section A - Executive Committee

1. There shall be an Executive Committee, headed by the President, and composed of all the elected officers of the Club.
2. The Executive Committee shall have charge of and direct the affairs of the Club between the meetings of the Board of Directors. The Executive Committee shall have the power, when acting for the Board between meetings of the Board, to take all actions which the Board itself might take, including, specifically, the power to make monetary commitments without first receiving specific authorization from the Board.
3. A majority of the Executive Committee shall constitute a quorum.

Section B - Advisory Board

1. There shall be an Advisory Board, which shall serve to aid and advise the officers and Board of Directors of the Club.
2. Members shall be appointed to the Advisory Board by the President with the approval of the Board of Directors. There shall be no limit to the number of members who may be appointed to the Advisory Board.
3. The term of a member of the Advisory Board shall be for the term of the office of the President who appointed her.

Section C - Standing Committees

1. The Standing Committees shall be:

Recent Graduates
Newsletter
Membership

Schools & Scholarship
Scholarship Fundraising

2. In addition to the foregoing, the President, with the approval of the Board of Directors, may establish such other Standing Committees as may be deemed necessary or desirable to conduct the business of the Club, such as liaison with the College or leadership identification.

3. As the Club's finances accrue beyond maximum feasible risk, it is recommended that a Finance Committee be constituted to audit the financial reports, and to review and make recommendations on Club financial affairs.

4. Each Standing Committee shall have a chairman who shall be appointed by the President, with the approval of a majority of the Executive Committee.

5. The chairman of each committee may appoint to her committee as many members as she deems advisable. All actions of the committees must be by majority vote of the committee, within the guidelines authorized by the Board of Directors, and reported to the President between Board meetings.

6. Special ad hoc committees may be appointed at any time by the President, and approved at the meeting of the Board of Directors following the appointment. The chairman of any special committee may be invited to attend meetings of the Board, but shall not be entitled to vote thereat.

7. The term of office of the chairman of a Standing Committee shall be from the date of her appointment until the next succeeding annual business meeting or until her successor shall be appointed and shall qualify.

8. In the event that the office of chairman of any Standing Committee becomes vacant before the expiration of a term, it shall be filled by the President, with the approval of the Board of Directors.

9. Anything in the foregoing to the contrary notwithstanding, if the chairman of any Standing Committee is absent from the meetings of the Board of Directors or is unavailable for a prolonged period of time, the Board may declare such office vacant, whether or not such chairman has tendered her resignation, and a new chairman of such Standing Committee shall be appointed in the manner and for the period of time specified in paragraph 8, supra.

10. The functions of all other committees shall be designated by the Board of Directors.

ARTICLE VI - ANNUAL BUSINESS MEETING

1. The annual business meeting of the members of the Club shall be held in April or May, at such time and place as shall be determined by the Board of Directors. Additional meetings may be held whenever the Board deems them advisable.
2. Written notice shall be sent to the Club membership at least one week in advance of any meeting of the Club.
3. A quorum at the annual business meeting or any other meeting of the members of the Club shall consist of eighteen (18) members or that number of members which equals ten percent (10%) of the members in good standing of the Club, whichever is less.
4. The membership shall act by majority vote of those present or by proxy at a meeting unless a greater percentage of vote is required by the Constitution and By-Laws.
5. The procedure at all meetings of the Club shall be governed by Roberts Rules of Order.
6. The officers of the Club shall be elected by the members of the Club at the annual business meeting of the Club. The President shall read the report of the Nominating Committee setting forth its nominees for each of the offices. She shall then call for nominations from the floor. When the President has received the nominations from the floor, if any, she shall declare the nominations closed, and those nominated from the floor shall be added to the list of nominees reported by the Nominating Committee.

ARTICLE VII - AMENDMENT

This Constitution and By-Laws may be amended by a vote of two-thirds of the members present or by proxy at the annual business meeting, provided that notice of the proposed amendment has been given in the notice of such meeting.

ARTICLE VIII - DISSOLUTION

In the event of dissolution of the Club, all assets remaining after the payment of all liabilities shall be paid over to Radcliffe College for use in accordance with the scholarship policies of the College for scholarship purposes of students from the San Francisco Bay Area.

AMMENDMENT TO THE CONSTITUTION OF THE RADCLIFFE CLUB
OF SAN FRANCISCO

ARTICLE VIII - DISSOLUTION now reads as follows:

In the event of the dissolution of the club, all assets remaining after the payment of all liabilities shall be paid over to Radcliffe College, Cambridge, Mass., which has established its tax exempt status under Section 501 (c)(3) of the Internal Revenue Code. In the event that Radcliffe College does not exist at the time of the club's dissolution, or no longer has tax exempt status under Section 501 (c)(3), the remaining assets shall be distributed at the Executive Board's discretion to some other organization organized for charitable, educational purposes and qualified as an exempt organization under Section 501(c)(3) of the Internal Revenue Code.

Adopted on Nov. 28, 1979

Alison Boeckmann

Alison Boeckmann, Treasurer