

YALEWOMEN, INC. BYLAWS

ADOPTED MAY 17, 2012

REVISED JANUARY 28, 2013

REVISED SEPTEMBER 23, 2013

REVISED FEBRUARY 29, 2016

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Article I Purpose and Organization

Section 1. Purpose.

YaleWomen, Inc. (“**YW**”) is a not-for-profit corporation organized under the Not-for-Profit Corporation Law of the State of New York (the “**Act**”) and operated exclusively for educational, charitable, or cultural purposes within the meaning of *Section 501(c)(3)* of the Internal Revenue Code of 1986, as the same may be amended from time to time and any successors thereto (the “**Code**”) and as more fully set forth in YW’s Certificate of Incorporation.

YW seeks to create a vibrant, engaged community of Yale University alumnae, drawn together by the common thread of their Yale experiences, that is committed to advancing women’s voices and perspectives through work in four key goal areas: (1) “building community” by facilitating mentoring opportunities for alumnae and students and by connecting alumnae in their communities, regions, and at the national and international level, so that they may broaden their personal and professional networks; (2) “promoting lifelong learning opportunities” by organizing and promoting programs and activities with educational or cultural content that draw on alumnae knowledge, the intellectual resources of Yale University, and alumnae and other professional expertise; (3) “contributing to society” by engaging in service activities that benefit the wider community, fostering women’s leadership at all levels and across professions, and supporting causes aligned with the mission of YaleWomen; and (4) “contributing to Yale” by enabling alumnae, through YaleWomen, to contribute their time, talent, and financial support to the University.

Through this work, YW will serve the interests of Yale University and its alumnae; provide a channel of communication between the alumnae and the University; oversee and coordinate alumnae activities and programs; and provide the means for advancing appropriate recommendations from alumnae, through their representatives, to the Yale Corporation. YW will foster lifelong connections to Yale and to the greater alumnae body, both to serve its graduates and to enable them to be more effective contributors to the University and society.

Section 2. Organization.

YW is organized internationally under the ultimate authority of the Council of YW (the “**Council**”), which shall provide overall leadership to the organization and shall have the duty of implementing the purposes of the organization. The activities of YW shall be conducted under the authority and power of the Council to the extent provided for in these Bylaws. In addition to providing central leadership and conducting activities at the national or international level, the Council may, from time

to time, recognize local or regional Chapters, both in the United States and abroad, or such other special-interest groups as may be appropriate under the umbrella of YW local Chapters (the “*Local Chapters*”). Local Chapters shall establish their own governing rules and procedures and carry out the activities of YW in their respective geographical region or specialty, subject to these Bylaws and the authority of the Council.

Section 3. **Office.**

The registered office of YW shall be located in the County of New York, State of New York and shall be at such address as shall be set forth in the Certificate of Incorporation or as may otherwise be specified by the Council. The registered agent of YW shall be as set forth in the Certificate of Incorporation. YW may also have such other offices at such other places, within or without the State of New York, as the Council may from time to time designate or the business of YW may require.

Article II **Members**

Section 1. **Eligibility.**

YaleWomen welcomes all individuals who identify now or identified when at Yale as women, subject to the following eligibility criteria: As verified by University records, (1) all women having spent at least one term as a degree candidate at Yale University (“*Yale*”), women holding honorary Yale degrees, and (2) such other women studying at Yale, such as post-doctoral fellows, international affiliates, or post-graduate students not seeking a degree at Yale, and those who have provided exemplary service to the University or to YaleWomen, Inc., as the Council may from time to time determine, are members (“*Members*”) of YW. Women in the former category shall be Members “as of right.” Women in the latter category may become Members upon recommendation by the Governance Committee, and approval by the Council.

Section 2. **Membership Lists.**

Insofar as is practicable, given the very large number of potential members derived from multiple sources, the YW Council, shall maintain a current list of Members. The list shall initially be based upon data compiled and provided to YW by the Association of Yale Alumni (the “*AYA*”). YW shall update its Members list from time to time based upon information that becomes available to YW, including information received from the University, Local Chapters and the AYA. The Council reserves the right to add or delete names from the membership list in order to insure accuracy. The official membership count for any given year shall be based upon information in YW’s possession as of September 1 of each year.

Section 3. **YW Annual Meeting and Special Meetings.**

The Annual Meeting (the “*Annual Meeting*”) of YW shall take place in person in New Haven, CT or in such other location as may be determined from time to time by the Council. So as to maximize attendance and the opportunity for planning, and to ensure that meetings take place annually, the Council may choose to designate a specific calendar month as the regular month of convening the Annual Meeting. However, the Council may change the designated month of meeting, if it deems it prudent to do so. The Secretary of YW shall provide at least thirty (30) days prior written notice by such electronic communication as the Council may designate from time to time, stating the date, time, place and a general outline of the business to be conducted at the Annual Meeting, to all

Members of YW and such communication shall be considered sufficient notice. Special meetings of YW may be called at any time by the Chair or by the Council, and shall be held at such place and on such time and date as shall be fixed by the person or persons calling the meeting. Notice of such special meeting shall state the purpose or purposes of the meeting and shall be given in a manner consistent with the manner of notification for the Annual Meeting. Special meetings may also be called upon petition, signed by 0.5 % of the official number of YW Members. Such petition shall state the date and time of the meeting, and the business to be conducted. A meeting by petition shall only take place in New York City or in New Haven and such petition shall only be valid if the business to be conducted is consistent with the purposes of the organization and these Bylaws. The cost of such special meeting by petition shall be borne by the petitioners.

Section 4. **Notice of Meetings and Communication with Members.**

All communications to the membership of YW, including notice of Annual or Special meetings, shall be sent via email or by such other forms of electronic communication as the Council may deem useful and appropriate. Such electronic communication shall constitute sufficient notice of meetings or transmittal of information. In order to efficiently disseminate information and in recognition of rapidly advancing communication technology, the Council may, at its discretion and from time to time, change the method or methods of communication. YW may utilize a variety of concurrent methods of communication but shall from time to time designate one as the primary means of communication; the Council shall select a primary method that is widely accepted, ensures easy access, and can disseminate information to the greatest number of Members, and such designation shall be a matter of record as recorded in the minutes of the meeting at which such decision is made.

In select circumstances, particularly when communicating important information to a single individual or a small number of Members, notices or material sent via the United States Postal Service or private carriers such as FedEx or UPS may also be utilized and will be deemed to be sufficient notice as appropriate.

Section 5. **Rights of Members.**

Except as otherwise specified herein or modified by resolution of the Council, all Members shall have those rights set forth for Members in the Act, including the right to attend, participate in, and be heard at the Annual Meeting. Members shall have the right to vote in accordance with these Bylaws. The rights of Members are not assignable. Members' rights to attend, participate and be heard at the Annual Meeting of YW shall be subject to such reasonable guidelines regarding these meetings as are adopted and may be amended from time to time by the Council.

Section 6. **Expulsion, Censure and Suspension.**

Any individual Member may be expelled, censured or suspended from membership in YW, for cause, by the Council. Written notice of the intention of the Council to expel, censure or suspend such individual and the reasons therefore shall be provided to such individual at least thirty (30) days prior to the convening of the Council for such purpose. Notice, sent via the primary means of communication to Members designated by the Council, or mailing, by USPS or other carrier to the last known address, shall constitute sufficient notice. No Member shall be expelled, censured or suspended without having the opportunity to be heard at a Council meeting, whether the meeting is by teleconference or in person. The sending of notice referred to in this section and the failure of

the individual to attend the applicable meeting shall constitute an “opportunity to be heard”. The decision of the Council is final.

Section 7. No Discrimination.

YW shall not discriminate by reason of race, creed, age, color, religion, national or ethnic origin, political belief, sexual orientation, or disability.

Article III Meetings of the General Membership

Section 1. Meetings - Quorum and Voting.

At all Annual and Special Meetings of YW’s membership, there shall be no quorum requirement for the conduct of business. Given the large membership of YW and the likelihood that Members who attend the Annual or other meetings of the general membership will not be broadly representative of the membership, items of business requiring a vote shall, except as required by the Act, be put before the Council for decision rather than before the general membership. However, for those items requiring a vote by the general membership, each Member shall be entitled to one vote, in person and not by proxy. All elections and other questions put before the membership shall be decided by a majority of the votes cast, except as otherwise provided by the Certificate of Incorporation or these Bylaws.

Section 2. Meetings - Agenda.

The Chair, in consultation with the Officers and, as appropriate, with the Council, shall set the agenda for any regular or special meeting of the YW membership. Any Member may propose an item for the agenda by submitting the item in writing, via email, at least twenty days prior to the meeting, addressed to the Chair at her usual YW email address. The Chair, in consultation with the other Officers, shall exercise reasonable discretion to determine whether a proposed agenda item is relevant to the purposes of the meeting as such purposes are defined in the Certificate of Incorporation and these Bylaws, timely, and whether to include such item on the agenda. Alternately, or in the event that a request by a member to add an item to the agenda has not been approved, Members may propose an item for the agenda via petition, signed electronically or on paper, by at least 100 current Members of YW. In such case, the item shall appear on the agenda if it is consistent with the purposes of the organization as defined in the Articles of Incorporation and with these Bylaws.

Article IV Council

Section 1. Powers and Duties.

The YW Council shall be the executive body of the organization and shall manage the business and affairs of YW, including providing general guidance and assistance to YW Chapters. The Council shall elect the Chair, Vice Chair, Secretary, Treasurer, and such other officers of the Council and YW as may be appropriate from time to time; shall advise the Chair of the Council in the appointment of Committee memberships and chairs; shall have the power to adopt, alter or amend YW’s Bylaws as set forth herein, shall have those powers and duties set forth elsewhere in the Bylaws or Certificate of Incorporation, and shall perform such other functions as may be required, from time to time, for the good governance of the organization.

Section 2. **Composition of the Council.**

The Council shall consist of twenty-four or, in the special circumstances described below, twenty-five members, including the officers, all of whom (excluding the Immediate-Past Chair) shall be nominated by the Governance Committee and elected by the Council, as provided in these Bylaws. All members of the Council shall be voting members. If the position of Executive Director is created, then such individual will also be a member of the Council although she will not be entitled to a vote. In nominating and selecting candidates for positions on the Council, the Council shall be guided though not bound by the following considerations regarding diversity and balance: (i) representation from Yale College and the Graduate and Professional Schools; (ii) alumnae with varied post-Yale experiences; (iii) alumnae with different dates of graduation; (iv) alumnae from various geographic areas; and (v) alumnae who represent a diversity of ethnic and racial identities or nationalities. The ideal Council member will be an engaged alumna, who has demonstrated volunteer commitment to Yale or to a Yale alumni/ae organization (including YW) or project.

Additionally, nominees for the Council should be able to devote adequate time to Council activities and be willing to make Council service a priority. They should possess good judgment, listening, and speaking skills, follow through on work they undertake, be able to work collaboratively and be willing to abide by a consensus. All prospective Council members should be able and willing to serve as ambassadors for YaleWomen.

Section 3. **Terms of Office.**

The official year for terms of office for Council members and Officers shall run from July 1 to June 30. In preparation for the expiration of the terms of office of Council members, successor members of the Council shall be nominated by the Governance Committee and elected by the remaining Council Members. At the time of her election, each Council member shall be assigned to Class A, Class B, or Class C; each class will have eight members so as to ensure a predictable and manageable rotation on and off the Council. An IPC who has reached her term limit will not be counted in any class (though she will be counted as a Council member). Each Council member's term of office shall be three years.

Section 4. **Eligibility.**

Every YW member in good standing shall be eligible to serve on the Council, provided, however, that the actual nomination and selection process shall take into account the factors enumerated under "*Composition of the Council*" as stated above, with particular attention to prior involvement of the individual in YW or Yale activities or other significant volunteer commitments.

No member of the Council shall be eligible to serve for more than three successive terms, or nine years, whichever is longer, except after a lapse of one year and except in the case of an individual serving as the Immediate Past Chair (IPC) who has already reached her term limit.

Although many Council members who have served a first term are eligible and may be nominated by the Governance committee for election to a consecutive second or third term, the Committee is not required to nominate any individual to a subsequent Council term. The committee's decision as to whether to re-nominate should be based upon the Council member's record during her term in office using criteria such as the member's attendance in person or via teleconference at meetings,

ability to work effectively with fellow Council members, leadership in YW efforts, and active participation in planning and shepherding YW activities.

Section 5. **Nominations and Elections.**

Nominations for election to the Council shall be made annually by the Governance Committee of YW, which shall recommend a slate of candidates to fill open positions. The Governance Committee shall maintain a running list of volunteers who are particularly active in YW at the local, regional, national or international level, who are qualified to serve on the Council. The Committee shall consult this list and such other sources as are appropriate, to compile a list of suitable candidates for any particular year.

Additionally, the Governance Committee shall publicize Council openings on the YW website. Nominations to the Governance Committee may be made on behalf of an individual or by the individual herself and filed with the Governance Committee by March 15th of the current fiscal year for the upcoming fiscal year. The submission of any such nomination will be accompanied by a statement, in standard form as prescribed by the Governance Committee, describing the qualifications of the person who is being nominated and including the contact information for the person who initiated the nomination, whether that person is the nominee herself or otherwise. Such right of nomination pursuant to a public announcement of an opening also shall be set forth in the notice of the Annual Meeting of members.

The Governance Committee will develop a protocol to ensure that the names of candidates with the requisite attributes are culled from a variety of sources and given fair consideration. After due deliberation, the Governance Committee will submit a list of nominees to the Council for a vote; there shall be one nominee per open Council position.

Notice of the slate of Council members nominated by the Governance Committee, the date of the election, and a brief biographical sketch of each nominated candidate will be circulated to all Council members no later than May 15th of the current fiscal year. The election of said slate shall occur no less than 15 days after the slate is circulated and no later than June 1st of the current fiscal year for the upcoming fiscal year. Council members shall be elected by a majority of the entire Council at the Council's annual meeting or by other means that the Council may choose.

Section 6. **Resignation or Removal of Council Members or Officers.**

A Council member or Officer may resign her position at any time, by notice in writing to the Chair and the Council, of her intention to resign and the date upon which such resignation will take effect. In order to preserve the smooth functioning of the Council, members or Officers who wish to resign are encouraged to provide the Council with as much notice as possible. Acceptance of the resignation by the Council shall not be required for it to become effective. The seat of a member who has resigned will be considered vacant and will be filled in the manner described below.

Council members or Officers may also be removed from their positions for cause, including failure to attend, in person or by teleconference, a substantial number of meetings called on adequate prior notice, failure to follow-through on agreed-upon assignments and activities, or failure to perform other duties of office or membership. Such removal shall be by a supermajority vote of the members of the Council. Written notice, via email, or by letter, if such person's current address is known, of

the intention to consider removal shall be provided to such member or Officer at least thirty days prior to the convening of the Council, by teleconference or in person, for such deliberation. No member or Officer shall be removed without first having the opportunity to be heard at such meeting, but no formal hearing procedure need be followed. The sending of notice and the failure of the applicable member to attend the designated meeting, or to request an alternate date of meeting, shall constitute an “opportunity to be heard.”

Section 7. **Vacancies.**

Any vacant seat on the Council, whether created by resignation, removal, incapacity or death, may be filled by nomination from the Governance Committee and majority vote of the remaining members of the Council. Such election shall be for the remainder of the term of the member whose seat is vacated. At the conclusion of that term, a member of the Council elected to fill a vacancy shall be eligible to be elected to a full term or terms on the Council, if duly nominated pursuant to these Bylaws, so long as the duration of uninterrupted service does not exceed nine years.

A vacancy created by the resignation, removal, incapacity or death of an Officer shall be filled in the usual manner prescribed for the election of Officers, below, and subject to the term limits for Officers.

Section 8. **Quorum and Conduct of Council Meetings; Voting.**

A majority of the number of Council members currently in office, which must include the Chair or the Vice Chair, shall constitute a quorum for the transaction of all Council business. Except as otherwise provided in these Bylaws, a majority of the entire Council, rather than those present in a particular meeting, shall be necessary to adopt any resolution of the Council.

The Council shall attempt to meet in person at least once each year, which meeting may or may not be coincident with the Annual Meeting of YW. Other meetings may be held in person, via conference call, or using web meeting technology and the use of such teleconferencing or technology shall constitute a valid meeting allowing for the transaction of Council business. Council meetings should occur no less frequently than once each quarter and shall be held at such times and places (or by technological means) as shall be fixed by the Chair or by the Council. Notice of each such meeting shall be given by the Secretary to each Council member via email and such other forms of electronic communication as may be appropriate, not later than the tenth day prior to the meeting.

The Council may vote at any Council meeting or at other times, by voice vote, paper ballots, electronically or by any other method reasonably appropriate, so long as adequate notice of the matter or matters to be voted upon is given, the opportunity to pose questions or engage in further discussion is provided, by electronic means or otherwise, and in the case of voting which takes place outside a formal meeting, the window in which a vote may be cast is sufficient to reasonably allow those who wish to vote an opportunity to do so.

Section 9. **Written Standards for Interaction.**

The Council may, at its discretion, develop and adopt a protocol to govern interactions among Council members, between Council members and the YW general membership, and as a model for all interactions which take place under the YW umbrella. This protocol should set out general

standards for respectful behavior by and among members in all written communications, online, on conference calls and at meetings, activities, and events. Significant or repeated failure to abide by these standards may be grounds for censure or removal.

Section 10. **Levels of Decision-Making.**

In recognition of the variety of ways of effective decision-making can be practiced, from the most formal to the informal, and with the belief that Council business should be conducted according to best governance practices and not be encumbered unnecessarily, and that not all matters require or will benefit from a formal vote of the full Council, the Council has developed guidelines regarding levels of decision-making within YaleWomen.

These guidelines are intended to describe the general levels of decision-making, the kinds of factors that should be taken into account during decision-making, and the thresholds for and contexts in which the various levels of decision-making may be appropriate.

The guidelines are as follows:

- I. **By a formal vote of the Council** – The full Council has ultimate authority over YW activities and decision-making. Critical areas of decision-making responsibility for the full Council require a majority vote unless otherwise specified. They include but are not limited to:
 - A. **Finance**
 - Approval of the annual budget
 - Acknowledgement of Treasurer’s reports
 - Approval of the organization’s annual IRS 990 filing or the audited financial statements
 - Approval for YaleWomen or a chapter to open a joint bank or financial services account; change in signatories for any bank or financial services accounts; change in banking, custodial, or investment institutions
 - Approval of requests to YaleWomen for central funds that exceed \$1000, from committees or chapters, that have not been specifically included in the approved annual budget or will exceed the amount budgeted. In general, funding from YaleWomen for chapter events will be provided only for the production of content that cannot be reimbursed by participant fees. For the sake of clarity, there is no requirement for approval by the Officers when chapters spend their own funds.
 - Approval of any program/activity/event, which is estimated to cost more than \$1,000 that is not included specifically in the approved annual budget or that will exceed the amount budgeted.
 - B. **Chapters and committees**
 - Recognition of a newly formed chapter and dissolution of an existing chapter
 - Approval of the charge to each committee and committees’ annual plans
 - Establishment of new committees and approval of significant alteration of existing committee structure
 - C. **Governance and administration**

- Approval of the minutes of Council meetings
- Approval, by supermajority vote, of amendments to YaleWomen’s by-laws
- Approval of policies and guidelines
- Approval of the Strategic Plan
- Election of Council members and officers, subject to a slate proposed by the Governance Committee
- Removal, by supermajority vote, of Council members or officers
- Removal of a YaleWomen member, at the recommendation of the Officers and upon a vote in confidential executive session of the full Council, for behaviors which include but are not limited to: engaging in activity that harms or is meant to harm YaleWomen, its chapters, affiliated organizations, or its members, or fraud, dishonesty, or commission of a felony.
- Election of Council members to fill vacant seats, subject to nomination by the Governance Committee
- Adoption of resolutions

II. **By consensus of the Council rather than by formal vote**—the authority for decision-making resides with the full Council except where otherwise provided in these guidelines. The Officers may bring to the Council a decision for consensus if the Officers deem that bringing the matter to a full vote of the Council would require a level of detailed review that would not be a productive use of Council time. In such a case, a positive Council consensus would affirm that the Officers exercised due diligence in researching the matter and that the suggested resolution represents a reasonable and appropriate outcome. The officers may also determine that consensus-level decision-making is appropriate for other, less weighty matters than those requiring a formal vote. In these instances:

- The Council expects that the Officers will have looked at any such issue in depth.
- The consensus process always will include the opportunity for Council members to ask questions.
- Consensus is confirmed by asking council members if they have any objection to the recommendation. A Council member may dissent if she disagrees with the recommendation.
- Should a sufficient number of members wish to substitute a formal vote for a consensus, the Officers will make arrangements to present the matter for a formal vote (see below)

III. **By vote of the Officers**—The Officers function as the Executive Committee of YaleWomen and conduct the day-to-day operations of YaleWomen between Council meetings. Decision-making authority of the Officers generally falls into two categories:

- A. Decisions where the dollar threshold is low and/or time is of the essence. These decisions may be made by vote of the Officers. Examples include but are not limited to:

- Approval of requests from committees for funds in amounts less than \$1,000, not specifically included in the approved annual budget or that will exceed the budgeted amount.
 - Approval of any non-chapter funded programming/activity/event, the cost of which is estimated to be less than \$1,000, not specifically included in the approved annual budget or that will exceed the budgeted amount.
 - Approval of requests from chapters for funding from YW for amounts less than \$1,000, not specifically included in the approved annual budget or that will exceed the budgeted amount.
 - In consultation with YaleWomen’s social media moderators, determining whether content on YaleWomen social media channels (e.g., Facebook page, Chapter Facebook pages) is appropriate and/or whether removal of content is warranted.
 - Review of any proposed contracts that unincorporated chapters may contemplate entering into in which the potential expenditures may exceed \$1,000.
- B.** Decisions where bringing the matter to a full vote of the Council would require a level of detailed review that is too time consuming and/or complex to be a productive use of Council time.

Any decisions of substance, including any financial decisions, taken by the Officers should be reported to the full Council as part of the Chair’s Report. Those decisions made by the Officers that would otherwise have required a full Council vote will be brought to the Council for ratification.

Additionally, the Officers are charged with protecting the YaleWomen brand and reserve the right to review and potentially take action with respect to any communications or activities that might affect the brand (e.g., fundraising letters, speakers for YW sponsored events, etc.) or YaleWomen’s 501c3 status.

- IV. By vote of a Committee**—The primary role of YaleWomen’s committees is to enable the work of YaleWomen. Accordingly, each committee has decision-making authority over the day-to-day activities of the committee, including timing, frequency and format of meetings, committee meeting agendas and minutes, the work plan of the committee and assignment of responsibilities to committee and non-committee members. Each committee also has authority to execute plans that have been approved by the Council.

However, significant initiatives contemplated by committees need to be brought to the full Council for discussion. These include initiatives that:

- require funding from YaleWomen
- require other resources of YaleWomen
- have the potential to impact the YaleWomen brand or mission
- have the potential to impact YaleWomen’s relationships with other Yale organizations

- involve partnering or collaborating with non-Yale organizations

Additionally, some committees have decision-making authority over selected areas in their purview, as follows:

- Governance committee has decision-making authority over the slate of candidates it recommends for Council membership and for Officer positions.
- Chapters Committee (and Chapters under the auspices of the Chapters Committee) have decision-making authority over practices and activities designed to improve the functioning of chapters so long as there is no funding needed from YaleWomen.
- Communications Infrastructure and Content Committees have decision-making authority over infrastructure/technology decisions that do not require funding. They will solicit comments and input for newsletters content at-will.

In most instances, adherence to these guidelines will provide for the efficient functioning of the organization. However, the full Council retains ultimate authority over YW activities and decision-making, and any lesser or informal process that results in a Council decision may subsequently be put to a formal vote if five or more members of the Council wish the matter to be addressed by such a vote. Additionally, any matters first addressed at the committee level, which are deemed by the Council to be more appropriately addressed at the Council level may become the subject of Council deliberations and decision-making. The results of any such formal Council process or vote will super cede any decision made through any other level of decision-making.

Section 11. **Reports.**

The Council shall produce an annual report to the Members, the form and content of which shall be determined by the members of the Council. Such report will be posted on the YW website.

Additionally, in order to provide the opportunity for feedback from the Council, each subcommittee of the Council or working group will prepare a summary report of the group's activity during the preceding year, which shall be delivered to the Chair and to other members of the Council via email. Regional groups and local chapters of YW shall provide an annual report of their activities to the Council.

Section 12. **Advisory Council.**

If the Council considers it appropriate to do so, it shall have the power to create an Advisory Council, to be composed of women alums with particular expertise or experience, engaged YW volunteers, and former Council members. Such an Advisory Council would be available to the Council for consultation and feedback, either on an ad hoc or regular basis, as the needs of the Council may dictate from time to time. At all times, the Advisory Council shall be subordinate to the Council, which shall have the power to accept or reject any advice or recommendation provided to it by the Advisory Council. In addition to their advisory role, members of the Advisory Council may be called upon to lead special projects for the organization.

Section 13. **Ex Officio members of YW Council.**

The Council may, from time to time, appoint up to four highly placed women in the University administration, women trustees of the Yale Corporation, or women leading prominent Yale alum organizations, to serve as ex-officio members of the Council of YW. Such ex-officio members shall not be voting members of the Council and their presence or absence shall not be counted in determining the number that constitutes a quorum or a majority.

Article V **Officers**

Section 1. **Eligibility for Officer Positions.**

The “*Officers*” of the Council shall consist of a Chair, a Vice Chair, a Secretary, and a Treasurer, and may include an Immediate-Past Chair. Additionally, should the opportunity arise to appoint an Executive Director, either paid or unpaid, the Council may create this position for the duration of the availability of a candidate to fill it or, if paid, the availability of the means to hire an individual. All Council members who will have completed one year of service on the Council by the time they would assume office, are eligible to be nominated and elected as Officers of the Council. One individual may not concurrently hold more than one office.

Section 2. **Officer Terms of Office.**

The terms of office for Chair, Vice Chair, Treasurer, and Secretary shall be one year. The Executive Director’s term, if such a position is created, is potentially unlimited and the Director shall serve at the pleasure of the Council for any period that it may determine. The Chair and Vice Chair shall be eligible to serve no more than three successive terms in the same office, except after a lapse of one year. The Secretary and Treasurer shall be eligible to serve no more than four successive terms in the same office, except after a lapse of one year. While the Immediate Past Chair (IPC) holds a seat on the Council, whether by virtue of serving an unexpired term or a new term, she shall serve until a new IPC ascends to the position. If the IPC is unable to renew her term on the Council due to term limits, she will remain on the Council as the IPC until a new IPC ascends to the position. In addition, no Council Member shall be eligible to serve more than six successive terms as an Officer (not including any years served as the Immediate Past Chair) except after a lapse of one year.

Section 3. **Nomination and Election of Officers.**

Once a year, the Governance Committee will propose an Officer slate to the Council for consideration. The Officer slate will be selected from among those Council members who have terms that are not expiring and those who will be proposed for a new term on the Council. In preparation for nominations, the Governance committee shall solicit interest from current Council members regarding their desire to stand for any or all of the YW Officer positions. In addition, nominations to the Governance Committee may be made on behalf of an individual or by the individual herself and filed with the Governance Committee by March 15th of the current fiscal year for the upcoming fiscal year. The Governance Committee will develop a protocol and criteria for consideration of candidates for Officer that ensures that all candidates receive fair consideration. Upon nomination and recommendation of an Officer slate by the Governance Committee, the Chair, Vice Chair, Secretary and Treasurer shall be elected by a majority of the entire Council at the annual meeting of the Council or by other means that the Council may choose. The Immediate-Past

Chair position will be filled, without election, by the retiring Chair. Notice of the nominated Officer slate, the date of the election, and a brief biographical sketch of each nominated candidate will be circulated to all Council members no later than May 15th of the prior fiscal year. The election of said slate shall occur no less than 15 days after the slate is circulated and no later than June 1st of the prior fiscal year for the upcoming fiscal year.

Individuals may be elected to the offices of Secretary and Treasurer regardless of any prior office served and without automatic succession to any further office. Although it is preferable for the Vice Chair to have held a prior YW Council office or served as a Committee Chair, it shall not be a requirement. In the normal course of events, the Vice Chair shall stand as the presumed successor to the Chair, but elevation of the Vice Chair to the office of Chair shall not be automatic and shall be subject to nomination to that office by the Governance Committee and election by the Council. The Chair must have held prior YW Council office or served as a Committee chair.

The term of office for each officer position will be one year with the exception of the Immediate Past Chair. In recognition of the need to build leadership opportunities within the organization, preserve legitimacy, and reflect multiple perspectives at the Officer level, the Governance Committee is encouraged to look carefully at each year's Officer nominations and avoid merely "rolling over" positions until individuals reach their term limits.

Section 4. **Duties of Officers.**

- (a) *Chair.* The Chair shall be the chief executive officer of YW, subject to the authority and supervision of the Council. She shall preside at all meetings of the general membership of YW, meetings of the Council, meetings of the Executive Committee, and if not otherwise delegated, any gatherings sponsored by the YW central organization; shall set the agenda for membership, Council, and Executive Committee meetings in conjunction with the other Officers; shall represent YW at meetings with the Corporation, the University administration, or at official University events, except as otherwise delegated; and shall have such powers and duties as may be prescribed by the Council from time to time.
- (b) *Vice Chair.* The Vice Chair shall perform the duties of the Chair in the Chair's absence and such other duties as may from time to time be assigned to her by the Council.
- (c) *Secretary.* The Secretary shall be the Secretary of the general membership of YW and of the Council and shall maintain a record of all votes and the minutes of all proceedings; provide notice as required of all meetings of the Council or any annual and special meetings of the membership; and shall have such other powers and duties as may be prescribed by the Council from time to time. In the absence of the Secretary from any meeting, the person appointed by the presiding Officer to perform the Secretary's duties shall keep the minutes.
- (d) *Treasurer.* The Treasurer shall keep current and accurate accounts of receipts and disbursements of YW; collect all funds due YW and disburse funds as required to meet the obligations of YW; maintain the funds of YW in a separate account to the credit of YW unless the Council directs otherwise; render to the Finance committee,

no less than quarterly, an accounting of all transactions; submit to the Chair and the Council, not less than quarterly, financial reports that accurately reflect the financial condition of YW; be responsible for filing YW's tax returns; and have such other powers and duties as may be prescribed by the Council from time to time.

- (e) *Immediate-Past Chair.* The Immediate-Past Chair is the key guardian of the “institutional memory” of the organization and as such, will serve as a primary and strategic advisor to the Executive Committee and the Council.

Section 5. **Executive Director.**

The Council may, at its discretion, appoint an unsalaried, or if from time to time funds permit, salaried, Executive Director of YW, who shall be nominated and approved by the Council and who may remain as Executive Director for any length of time the Council determines. The Executive Director shall attend all Council meetings as a non-voting member of the Council and shall perform such duties as the Council may delegate to the Executive Director from time to time including maintaining records of the membership, the Council and its committees, tracking the progress of YW initiatives and programs, serving as an interface between central YW and its Chapters and affiliates, conducting research related to YW activities, and such other functions as the Council may determine.

Article VI **Committees and Chapters**

Section 1. **Standing Committees.**

Standing committees shall be those committees that are required under these Bylaws, as such may be amended from time to time by the Council, which exist to meet the basic operational needs of YW.

The Chair and Vice Chair shall serve ex officio as members of all standing committees established under the authority of this Article of these Bylaws.

The Chair and the Executive Committee shall appoint committee chairs and committee members subject to review by the Council. Such standing committees will include the following:

- (a) An Executive Committee shall be comprised of the Chair, the Vice Chair, the Secretary, the Treasurer, the Immediate-Past Chair, and such other members of the Council as shall be appointed by the Officers from time to time. The Executive Committee shall plan the agenda for meetings of the Council and conduct business for YW between Council meetings. All actions taken by the Executive Committee shall be subject to approval by the Council.
- (b) A Governance Committee which shall be composed of Council members shall recruit and nominate new members of the Council, for election by the full Council and shall serve as the nominating committee for the Officers of YW, also subject to election by the Council. The Governance Committee shall also review and propose amendments to the certificate of incorporation or these Bylaws as appropriate, and shall develop and propose, in conjunction with applicable committees, such other written documents as may be necessary for the effective conduct of YW operations, for adoption by the Council.

- (c) A Finance Committee, which may include non-Council members, shall monitor YW finances and financial condition; make recommendations to the full Council on financial matters; develop funding strategies for YW in conjunction with the AYA or the University; set guidelines for sponsorships of YW work or programming; review requests for funding, budgets, and financial results for all projects and events supported by central YW; and oversee the work and actions of the Treasurer.

Section 2. **Working Committees.**

The Council shall establish Working Committees from time to time that are in the interests of the Council and of YW. Working Committees may be ongoing, such as the Chapters Committee described below, or may be ad hoc, such as a committee to plan an event. Working Committees must include at least one Council member. Examples of ongoing Working Committees are the following:

- (a) A Chapters Committee which shall help coordinate the work of regional Chapters and other sub-groups of YW with each other and with central YW and provide a clearinghouse for best practices among these sub-groups and a forum for sharing ideas. The Chapters Committee shall assist in the recruitment of alumnae for all levels of volunteer opportunities within and related to central YW.
- (b) A Communications Committee: Manages and provides content for social media outlets (Twitter, Facebook, LinkedIn) and quarterly newsletter; manages “brand” and, with Governance Committee, trademark issues for YaleWomen; maintains and updates, as technology requires and resources permit, communications infrastructure and strategy, including webmastering, web development and non-electronic communication tools; interfaces with any professionals hired for specific marketing, communications or public relations tasks.

Section 3. **Relationship of Central YW with Chapter.**

The Council shall develop guidelines on Chapter formation and recognition, both for regional/local Chapters and for Chapters that form on the basis of identity or common interests, including virtual Chapters. YW will encourage Chapters to collaborate with local Yale associations, clubs or interest groups, as appropriate. The Council, in consultation with the Chapters Committee shall develop written guidelines for recognition of Chapters affiliated with YW, the level of oversight required by the central organization, and any reporting or other requirements. However, Chapters may operate in a largely autonomous way, with their own governance structures, financial arrangements, activities and programming, so long as such structures, arrangements, activities, and programming are in compliance with these Bylaws and any other guidelines established by the Council. The Council's expectation is that, if the Council finds it necessary to ask a Chapter to take another course of action, the Chapter will comply. The Council has an obligation to protect the best interests of YaleWomen and has the right to take whatever actions it deems necessary to address a Chapter that is non-compliant.

Section 4. **Leadership Development and Student Liaisons.**

Each Council member, Officer, committee chair, and anyone in an another official position (regional or otherwise) shall be encouraged to identify one or more alumnae as a potential Council member, Officer, or committee chair, and to reach out to mentor those alumnae and help connect them with YW volunteer opportunities at the local, national or international level. Additionally, as available and appropriate, volunteer opportunities at the regional, national or international level should be posted on the YW website and publicized by other means in order to foster the interest of new volunteers in the organization and to provide a variety of venues for commitment and leadership development.

The Council, at its discretion, also may create positions for student liaisons who will work with YW Members or Council members on YW efforts, including the planning and implementation of YW programs and activities. Attention to mentoring YW student liaisons should help them prepare to be future Members and leaders of YW; developing their commitment and talents is one means by which YW will foster connections with younger graduates and will assure that the concerns and interests of younger women are well represented within YW.

Article VII Financial Sustainability and Support

Dues shall not be required for YW membership. Rather, YW will obtain financial support for specific YW programs and YW's overhead expenses through a variety of means, including, event fees, event sponsorships, voluntary contributions from Members which the organization may solicit from time to time unrelated to any dues structure, general or specific support from central or local businesses or entities, including in-kind donations of space, catering or other services, as appropriate.

YW will develop a fundraising strategy in consultation with the AYA and the Yale Development Office, to meet the needs of the organization and its major projects and programs. In certain cases, such as an annual conference for Yale women, or to underwrite some portion of the costs of a student/alumni mentoring program, YW may seek programmatic support from Yale for its activities. YW shall not seek financial support that would jeopardize the 501(c)(3) status of the organization.

As a shared interest group that operates under the auspices of the Association of Yale Alumni, YW also expects to continue receive the kind of support that is generally afforded to all SIGs under the AYA umbrella, including part-time AYA staff support, access to marketing and public relations expertise, and on-line presence on and link to any separate YW website from the AYA website.

Article VIII Fiscal Year

YW's fiscal year shall run from July 1 to June 30 of each year.

Article IX Governing Documents

The governing documents of YW shall be drafted by the members of the Governance Committee, and may be revised by the Council members as required from time to time. These documents shall include articles of organization or similar documents required by applicable law and these Bylaws. The procedure for any amendment shall be as set forth in the relevant governing document.

Article X Amendments to Bylaws

These Bylaws may be waived, amended or supplemented by vote of a two-thirds super-majority of the whole Council, provided that notice thereof shall have been included in the notice of the meeting at which such action is to be considered, or separately delivered to the Council members in connection with any request for approval of any such amendment or supplement.