BYLAWS OF THE MIT CLUB OF SOUTH AFRICA

These Bylaws are subject to the articles of organization and constitution of THE ASSOCIATION OF ALUMNI AND ALUMNAE OF THE MASSACHUSETTS INSTITUTE OF TECHNOLOGY, hereinafter referred to as “the Association”.

ARTICLE I. NAME, PRINCIPAL OFFICE & TERRITORIAL LIMITS

1.1 This organization shall be known as the M.I.T. Club of South Africa, hereinafter referred to as “the Club”.

1.2 The Principal Office of the Club shall be in Pretoria, Gauteng, South Africa.

1.3 The Territorial Limits of this club shall be coincidental with the borders of South Africa as defined by the Association in Cambridge, Massachusetts, and may be adjusted from time to time by said Association.

ARTICLE II. NATURE, OBJECTS & PURPOSES

2.1 The Club shall be a nonprofit, educational organization, and no parts of its funds or property shall ever be used, expended or conveyed for the personal or individual benefit of any member; nor shall any member ever have any right, title, claim or interest to any such funds or property by virtue of his/her membership.

2.2 The purposes for which the Club is organized are to:

2.2.1 Develop and sponsor activities for the alumni/ae of the Massachusetts Institute of Technology who work or reside in the Club area.

2.2.2 Offer stimulating programs and activities to M.I.T. alumni/ae, their families, friends, parents of students and others.

2.2.3 Provide a communications link between alumni/ae and M.I.T. for a maximum flow of ideas, information and services; Inform alumni/ae about M.I.T.’s changing academic programs, residential environment, and extracurricular activities.

2.2.4 Encourage alumni/ae in financial support of MIT, broad participation in alumni/ae activities, and alumni/ae involvement in M.I.T. related volunteer activities.

2.2.5 Cooperate with the Massachusetts Institute of Technology in recruiting students and promoting its reputation.

2.2.6 Conduct all its activities exclusively for educational purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1954, as the same may be amended from time to time.

ARTICLE III. MEMBERSHIP

3.1 Membership shall be restricted to alumni/ae, parents of current students, spouses of deceased alumni/ae and designated affiliates of the Massachusetts Institute of Technology of Cambridge, Massachusetts.

3.2 Members of the Club of are those people who work or reside within the territorial limits of the Club and who pay the annual dues as may from time to time be determined by the Executive Committee.

3.3 Any member may resign his/her membership by so notifying the Club Secretariat in writing, but will be expected to make all contributions due prior to such resignation. Whole or pro rata rebates of dues shall not be given in the cases of such resignations or removal.

3.4 Members may nominate and vote in the ballot for members of the Executive Committee, and vote at Annual and Special General Meetings or postal ballots conducted in lieu thereof and the Special Postal Ballot for amendment of the Bylaws.
3.5 A register of the names and addresses of all members shall be kept by the Club Secretariat and information therefrom may be made available to members on request but shall not be used for commercial purposes.

ARTICLE IV. OFFICERS

4.1 The elected officers of the Club must be MIT Graduates who are members of the Club, and shall be:

4.1.1 The President
4.1.2 The Vice President of Programs
4.1.3 The Vice President of Communications
4.1.4 The Vice President of Membership
4.1.5 The Club Treasurer

4.2 The appointed officers of the Club shall be:

4.2.1 The Club Secretary

4.3 The President shall preside over all meetings, select all committees, except as herein provided, shall be ex-officio Chair of the Executive Committee, and shall have such further duties as ordinarily pertain to the office of the President, including but not limited to:

4.3.1 Providing an agenda for the meetings;
4.3.2 Acting as official liaison with the Association;
4.3.3 He/she shall, with the Treasurer, sign all written contracts and other instruments made or entered into by or on behalf of the Club that have been approved by the Executive Committee.

4.4 The Vice President of Programs shall work closely with the Vice President of Communications, the Vice President of Membership, and the Treasurer in planning advertising and funding requirements for programs. He/she shall be in charge of all programs presented and shall have the power to create and supervise the work of a Program Committee, a standing committee of the Club. He/she may also create sub-committees as needed.

4.5 The Vice President of Communications shall recommend communications strategy, and shall be responsible for maintaining contacts and exchanging information with other area alumni/ae groups. He/she shall work closely with the Vice President of Programs, the Vice President of Membership, and the Treasurer in planning advertising and funding requirements for communications efforts. In addition, he/she shall have the power to create and supervise the work of a Communications Committee, a standing committee of the Club.

4.6 The Vice President of Membership shall recommend membership strategy, and shall be responsible for maintaining contacts and exchanging information with other area alumni/ae groups. He/she shall work closely with the Vice President of Programs, the Vice President of Communications, and the Treasurer in planning advertising and funding requirements for membership. In addition, he/she shall have the power to create and supervise the work of the Membership Committee, a standing committee of the Club.

4.7 The Treasurer shall collect all contributions, keep the books and accounts of the Club and shall have custody of all funds of the Club; render periodic reports of the financial condition of the Club as directed by the President; attend to the payment of bills and obligations; and shall have such further duties as ordinarily pertain to the office of Treasurer. All funds of the Club shall be deposited in the account of the Club in a bank designated by the Executive Committee. In addition, he/she shall have the power to create and supervise the work of a Finance Committee, a standing committee of the Club.

4.8 The Secretary shall keep the records of the Club and shall record all meetings of the Executive Committee, including attendance, and actions of the Club.
ARTICLE V. THE EXECUTIVE COMMITTEE

5.1 Subject to the Constitution of the Association, and in conformity with these Bylaws, the business, property, and affairs of the Club shall be managed by the Executive Committee. Executive Committee members shall serve until their successors have been elected and have taken office.

5.2 The Executive Committee shall consist of:

5.2.1 The elected and appointed officers of the Club (as stipulated in 4.1 and 4.2)
5.2.2 Chairs of Centres formed under clause 5.9
5.2.3 Co-opted members. The Executive Committee may co-opt by unanimous vote of those present and voting at an Executive Committee meeting no more than 2 (two) additional members to the Executive Committee.
5.2.4 Past Presidents. Those Past Presidents who, on the invitation of the Executive Committee, have signified in writing by the date of the Executive Committee meeting immediately preceding the Annual General Meeting their willingness to serve on the Executive Committee for the ensuing year.

5.3 The Executive Committee shall meet at such times and places as designated by the President. Three (3) members of the Executive Committee shall make a quorum for transaction of business at any meeting. Decisions shall be made by a majority of those present.

5.4 Election to the Executive committee:

5.4.1 A preliminary list of candidates for election to the Executive Committee shall be prepared by an Election Committee consisting of three (3) members appointed by the Club President, who also selects the Chair of the Election Committee.
5.4.2 This preliminary list of candidates, after approval by the Executive Committee, shall be sent by the Club Secretary to all members, at least two (2) months before the date fixed for the elections, inviting them to make additional nominations within one (1) month.
5.4.3 The final list of candidates, including those nominated by members shall be sent to all members at least one (1) month before the date of elections.
5.4.4 The Election Committee shall supervise the operations of voting and count the ballots.
5.4.5 The Chairperson of the Election Committee shall report the results of voting to the Annual General Meeting.

5.5 The elected officers shall take office at the conclusion of the Annual General Meeting at which they were elected, or if a postal ballot be held between General Meetings, on the announcement of the result of that ballot by the Club Secretary, as the case may be. They remain in office until the conclusion of the next Annual General Meeting.

5.6 Only those Executive Committee members who have served at least one (1) full term (twelve (12) months) as an elected Executive Committee member during the two (2) years preceding his/her nomination, may be elected to the office of President.

5.7 The President shall be eligible for re-election for no more than two (2) consecutive terms.

5.8 The Executive Committee shall submit, at each Annual General Meeting, a report on the affairs of the Club together with an audited Statement of Income and Expenditure Account and Balance Sheet made up to the previous 30 June.

5.9 The Executive Committee, at its discretion, and upon the written request signed by at least five (5) members resident in an specific area, for a Centre of the Club in such area. The affairs of the Centres shall be conducted in accordance with the Bylaws.

5.9.1 The membership of a Centre shall consist of those members of the Club who work or reside in the area of the Centre.
5.9.2 The affairs of the Centre shall, subject to control by the Executive Committee, be managed by a Committee elected by the members of the Centre. This Committee shall be constituted as follows: A Chair; A Vice-Chair; The Immediate Past Chair; an Honorary Treasurer (for the Centre only). The elected Committee shall have the power to co-opt by unanimous vote of those present at an ordinary committee meeting not more than two (2) additional members.

5.9.3 The Committee shall meet at such times and places as designated by the Committee Chair. Three (3) members of the Committee shall make a quorum for transaction of business at any meeting. Decisions shall be made by a majority of those present.

5.9.4 The duties of a Centre shall be similar to that of the Club as stated in ARTICLE II.

5.9.5 A Centre shall not undertake any activities involving expenditure of Club funds entrusted to it without prior approval of the Executive Committee. Furthermore nothing in these Bylaws shall empower any Centre to contract debts in the name of the Club or to pledge the Club’s credit in any way.

5.9.6 Funds allocated for the conduct of a Centre shall be deposited on account of and for the use of the Centre in an approved bank. All cheques drawn on such accounts shall be signed by the Chair or Vice-Chair and the Honorary Treasurer of the Centre. A certified copy of the annual accounts of the Centre shall be submitted to the Executive Committee.

5.9.7 Minutes of all Committee meetings of the Centre shall be kept and copies thereof shall be forwarded to the Club Secretary for submission the Executive Committee.

5.9.8 The Executive Committee shall retain the power to dissolve any Centre and a copy of the resolution of the Executive Committee deciding upon such dissolution shall be sent to the Chair of the Centre concerned. Any and all assets of the Club in the custody of the Centre shall remain the property of the Club, and, in the event of the dissolution of a Centre, shall be forwarded immediately to the Secretary of the Club.

ARTICLE VI. MEETINGS OF THE CLUB

6.1 The meetings of the Club will normally be held in Gauteng, but may be held in such other places as the Executive Committee may decide.

6.2 The Annual General Meeting of the Club shall be held on a date decided by the Executive Committee, to receive and consider the Report of the Executive Committee, the audited Income and Expenditure Account and Balance Sheet, the report of the chair of the Election Committee, and to conduct such other business as the Executive Committee may decide.

6.3 The Executive Committee may, at any time, convene a Special General Meeting or conduct a postal ballot to resolve any specified business other than amendment to the Bylaws.

6.4 The Executive Committee shall, within thirty (30) days of the receipt of a written request of ten (10) members, convene a Special General Meeting or conduct a postal ballot to resolve any specified business other than amendment to the Bylaws.

6.5 The quorum for General Meetings of the Club shall be ten (10) members. A majority of votes of members who vote in person or by proxy shall carry any business before the meeting.

ARTICLE VII. BOARD OF ADVISORS

7.1 The Board of Advisors shall consist of distinguished alumni/ae or friends of M.I.T. in the Club area who have shown a commitment to the Institute.

7.2 Its purpose will be to supply advice to the Executive Committee regarding Club activities, and to provide contacts that will enable the Club to effectively utilize the resources of local institutions.

7.3 The Board of Advisors shall be comprised of not less than three (3) members.
7.4 Members of the Board of Advisors shall be appointed by the Executive Committee for a period of 3 years. Advisors will be eligible for re-appointment.

ARTICLE VIII. AMENDMENT OF THE BYLAWS
8.1 Amendments to the Bylaws shall be made as a result of a Special Postal Ballot if at least ten (10) per cent of members qualified to vote in terms of 3.4 return a vote and seventy-five (75) per cent or more vote in favour of the amendment.

ARTICLE IX. REVENUES
9.1 The annual dues rate shall be set from time to time by the Executive Committee.

9.2 Dues membership in the Club shall begin on the first day of July and end on the last day of June in the succeeding year. Any dues paid shall apply only to the specified term.

ARTICLE X. MISCELLANEOUS
10.1 No member or officer of the Club shall be personally liable on any contract entered into by the Club or because of any act or thing done or omitted to be done on behalf of or in the name of the Club.

10.2 In the event of dissolution of the Club, any and all of the assets of the Club shall be turned over to the Association in Cambridge, Massachusetts.

These Bylaws have been approved by a General Meeting of the M.I.T. Club of South Africa

Signature                        Date