MIT Club of Saint Louis

BYLAWS OF THE MIT CLUB OF SAINT LOUIS

1 ARTICLE I. NAME AND TERRITORIAL LIMITS

1.1 This organization shall be known as the MIT Club of Saint Louis.

1.2 The Club will hold its meetings and conduct its activities in the Saint Louis, Missouri metropolitan area.

1.3 The Territorial Limits of this club shall be coincidental with the portions of Missouri and Illinois defined by the Association of Alumni and Alumnae of M.I.T. in Cambridge, Massachusetts, and may be adjusted from time to time by said Association.

2 ARTICLE II. NATURE, OBJECTS AND PURPOSES

2.1 The MIT Club of Saint Louis 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 or 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 communication 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 M.I.T., 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 in coordination with the MIT Educational Council Members in the Saint Louis Area.

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.

3 ARTICLE III. MEMBERSHIP

3.1 Membership eligibility shall be open to alumni/ae, parents of current students, spouses of deceased alumni/ae and designated affiliates of the Massachusetts Institute of Technology of Cambridge, Massachusetts, who work or reside within the Territorial Limits of the club or who otherwise wish to maintain an affiliation with the club.

3.2 Eligible persons shall establish active membership by paying the annual dues established by the Board of Directors.

3.3 Any member may resign his/her membership by so notifying the Secretary in writing. Whole or pro rata rebates of dues shall not be given in the cases of such resignations or removal.

4 ARTICLE IV. BOARD OF DIRECTORS

4.1 The business, property, and affairs of the Club shall be administered and monitored by the Board of Directors (the Board).

4.2 The Board shall consist of up to fifteen, of which five will form the Executive Committee (the Committee).

4.3 The Board’s formal duties shall include establishment of dues (see 9.1), and preparing and ratifying revisions to the by-laws (see Article VIII).

4.4 The Executive Committee shall consist of the President, Vice President of Programs, Vice President of Membership and the Secretary and Treasurer.
MIT Club of Saint Louis

4.5 The Executive Committee's formal duties shall include voting on issues affecting the daily operations of the club, the monetary decisions, and the program content. The Executive Committee shall be the decision making body for the Club on all issues not specifically ceded to another group in these By-Laws.

4.6 The Board of Directors and/or Executive Committee shall meet at such times and places as designated by the President. Other Board members are welcome to attend Executive Committee meetings but will be limited to an advisory role at such meetings. Three members of the Committee shall make a quorum for transaction of Executive Committee business at any meeting, except in the case described in Section 4.7. Decisions shall be made by a majority vote of those present, except in the case described in Section 4.7.

4.7 Any member of the Board may be removed by a majority vote of the entire Executive Committee when in their judgment the best interests of the Club would be served thereby.

4.8 Any member of the Board may resign his/her position by submitting a written resignation to the Secretary of the Club. Such resignation shall be effective as of the date received by the Secretary of the Club, and shall automatically terminate his/her membership on the Board.

4.9 The Nominating Committee shall nominate officers and Board Members in accord with Article VI.

5 ARTICLE V. DUTIES OF EXECUTIVE COMMITTEE MEMBERS

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

5.1.1 Providing an agenda for the meetings;

5.1.2 Acting as official liaison with the Alumni/ae Association;

5.1.3 Except as otherwise provided by the Board, he/she shall, with the Secretary or the Treasurer, sign all written contracts and or other instruments made or entered into by or on the behalf of the Club that have been approved by the Committee.

5.2 The Vice President of Programs shall take over the duties of the President in his or her absence.

5.3 The Vice President of Programs shall work closely with the Vice President of Membership, and the Treasurer in planning advertising and funding requirements for communications efforts and other activity related to program planning.

5.4 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 Secretary 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. He/she shall have the responsibility for maintaining lists of active members and eligible members identified by the Association of Alumni and Alumnae of M.I.T. in Cambridge, Massachusetts. He/she shall also coordinate with the Treasurer to certify the standing for paid-up members.

5.5 The Secretary shall keep records of the Club, shall record all meetings of the Executive Committee and Board of Directors, including attendance, shall record all actions of the Club, and shall publish all meeting announcements. In addition, he/she shall have the power to create and supervise the work of the Communications Committee, a standing committee of the Club.

5.6 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 position 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 M.I.T. Club of Saint Louis in a bank designated by the Board of Directors. In addition, he/she shall have the power to create and supervise the work of a Finance Committee, a standing committee of the Club.

6 ARTICLE VI. NOMINATIONS AND ELECTION OF BOARD & EXECUTIVE COMMITTEE MEMBERS

Page 2??
6.1 All Executive Committee Members shall be elected for a term of one year, and Board members to a term of two years. Elections are to be held prior to the annual meeting of the Board, held in the Fall of each year. The results will be ratified at the annual meeting of the Board, to be held before the end of each year. The term of office of each elected Board Member and Executive Committee Member shall begin on the first day of January.

6.2 The general election will be conducted by mailing a ballot to all dues paying members. This mailing will take place approximately six weeks prior to the annual meeting of the Board at which the results will be ratified. All valid ballots received up to one business day prior to the meeting will be counted.

6.3 Nominations for elections to the Board and Executive Committee shall be made by a nominating committee appointed by the President at least two months prior to the election. This committee shall consist of three active members and shall present its report to the Board at a Board meeting prior to the time the election mailing is to take place. It shall nominate at least one candidate for each office and at least one candidate for each open Board position. Additional nominations shall be accepted from any dues paying member at any Club meeting or by letter to the Secretary at any time prior to the election mailing. Write-in candidates shall also be accepted if a nomination is not received in time to be added to the official ballot.

6.4 The Executive Committee shall nominate persons to fill any vacancies in office at a meeting of the Board called upon with at least a one-week notice, which notice shall state the purpose of the meeting. Any member elected by the Board to fill a vacancy shall serve for the remainder of the unexpired term.

7 ARTICLE VII. BOARD OF ADVISORS

7.1 The Board of Advisors shall consist of distinguished alumni 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 Board of Directors regarding Club activities, and to provide contacts that will enable the Club to effectively utilize the resources of local institutions.

7.3 Members of the Board of Advisors shall be appointed by the Board of Directors, and will serve by mutual consent of the Board of Directors.

8 ARTICLE VIII. AMENDMENT OF THE ARTICLES & BYLAWS

8.1 The power to alter, amend, or restate the Bylaws shall be vested in the Board. Such action may be taken by vote of the majority of a duly constituted quorum of the Board present at any regular or special meeting. A simple majority of the current Board members shall constitute a quorum for this purpose.

8.2 Notice of intent to alter, amend, or restate the Bylaws must be given to the Board at least two weeks prior to any vote regarding such alteration, amendment, or restating. Such notices shall also state the date, time, and location of the Board meeting at which such matters will be discussed and voted upon.

9 ARTICLE IX. REVENUES

9.1 The annual dues rate shall be set or confirmed annually by the incoming Board and shall take effect on the first day of January.

9.2 Dues membership in the Club shall begin on the first day of January and end on the last day of December in the same year.

10 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 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 Chairman of the Educational Council of the Massachusetts Institute of Technology for the St. Louis area, if that organization is functioning. Specifically for the purpose of supporting the cost of luncheons or other functions benefiting student applicants or their family members. Should said Educational Council be inactive at the time of dissolution of the Club, all of the assets of the Club shall be turned over to the Association of Alumni and Alumnae of M.I.T. in Cambridge, Massachusetts.

These Bylaws have been approved by the Board of Directors of the M.I.T. Club of Saint Louis.
MIT Club of Saint Louis

Signature of the President  
Date signed

Signature of the Secretary  
Date signed