



MIT Alumni Association Affinity Group

BYLAWS

Last Revised August 2020

Proposed Changes to Article 5.8.1 and Article VI – January 22, 2022

MITArchA Board of Directors as of January 2022

Constance Bodurow, Co-President and Midwest Representative SMArchS, MCP '91

William Gilchrist, Co-President '77 and MArch '82

Matthew O'Connell, Secretary MArch '96

Sean Kwok, Treasurer and Hong Kong | China Representative BSAD '97 M.Arch '01

Olivia Huang, Vice President of Programs MArch '18

Emily Huang, Vice President of Membership MArch '91

Kenneth Namkung Vice President of Communications M.Arch '03

Angeline Jacques, Vice President of M'10ers MArch '20

Grethe Holby, Board Member '71 MArch '74

Michael Joyce, Board Member MArch '91

Hilary Lewis, Board Member and CT / New York City Representative SMArchS '88

Jose Guillermo Frontado, Board Member and Latin America Representative MArch A.S. '80

Paul Pettigrew, Department Liaison M.Arch '88

Pamela Tang, Immediate Past President MArch '83, SMCE '85

Hampton Smith, Architecture Student Council M.Arch program Co-President (ex-officio)

Hugh Ebdy, Architecture Student Council M.Arch program Co-President (ex-officio)

BYLAWS OF MITArchA

ARTICLE I. NAME, PRINCIPAL OFFICE & TERRITORIAL LIMITS

- 1.1 This organization shall be known as MITArchA (MIT Architecture Alumni)
- 1.2 MITArchA will hold its meetings and conduct its activities as its Board of Directors may select.
- 1.3 The Territorial Limits of this Group shall be worldwide.

ARTICLE II. NATURE, OBJECTS & PURPOSE

2.1 NATURE - MITArchA 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 PURPOSE - The purposes for which MITArchA is organized are to:

2.2.1 Develop and sponsor activities for alumni of the Massachusetts Institute of Technology.

2.2.2 Offer stimulating programs and activities to MIT alumni, their families, friends, current students, past and present faculty members, administrators and others.

2.2.3 Provide a communications link between alumni and MIT for a maximum flow of ideas, information and services; inform alumni about MIT's changing academic programs and extracurricular activities.

2.2.4 Encourage alumni in financial support of MIT, broad participation in alumni activities, and alumni involvement in MIT related volunteer activities.

2.2.5 Cooperate with MIT in recruiting students and promoting its reputation.

2.2.6 MITArchA will 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 & DUES

3.1 Membership shall be open to alumni, current faculty, staff and students of the Department of Architecture at the Massachusetts Institute of Technology (MIT) of Cambridge, Massachusetts.

Membership may also be extended to MIT alumni from other MIT departments. 3.2 The Board of Directors may establish one or more categories of membership, fees for and benefits of membership for MITArchA from time to time. Members of MITArchA are those who have “opted in” to an established membership category for purposes of determining a quorum for actions of MITArchA for which a quorum is required.

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.

3.4 Only alumni with a degree from the MIT Department of Architecture can be a Board member.

ARTICLE IV. BOARD OF DIRECTORS

4.1 The business, property, and affairs of MITArchA shall be managed and controlled by the Board of Directors (the Board).

4.2 The Board shall consist of up to twenty, of which at least eight will form the Executive Committee (the Committee).

4.2.1 The Board may appoint Regional Representatives for any regions with a large population of Course IV alumni.

4.2.2 The Board shall prioritize and support diversity, equity and inclusion in its board composition and adhere to MIT’s Nondiscrimination Policy.

4.3 The Committee shall consist of at least the President, the Immediate Past President, Secretary, Treasurer, Vice President of Programs, Vice President of Communications, Vice President of Membership, and Vice President of M10ers.

4.3.1 Any member of the Executive Committee can resign from their officer position, by submitting a written resignation to the President. A resigned member may remain on the Board. The Executive Committee can nominate a board member to fill the vacated officer position with

approval by a quorum of the Board.

4.4 The Executive Committee shall meet at such times and place as designated by the President. Four members of the Committee shall make a quorum for transaction of business at any meeting, except in the case described in Section 4.5. Decisions shall be made by a majority of those present, except in the case described in Section 4.5.

4.5 Any member of the Board may be removed by majority vote of the Executive Committee when in their judgment the best interests of MITArchA would be served thereby.

4.6 Any member of the Board may resign his/her position on the Board by submitting a written resignation to the Secretary of MITArchA. Such resignation shall be effective as of the date received by the Secretary.

4.7 The Board shall elect officers in accord with Article VI.

ARTICLE V. DUTIES OF EXECUTIVE COMMITTEE MEMBERS

5.1 The President shall preside over all meetings, select all committees and chairpersons, except as herein provided, shall be Chairperson of the Executive Committee, and shall have such further duties as ordinarily pertain to the office of the President, including but not limited to: 5.1.1 Ensuring MITArchA adheres to MIT's Nondiscrimination Policy

5.1.2 Providing an agenda for the meetings;

5.1.3 Acting as official liaison with the Alumni Association;

5.1.4 Propose the appointment of new Board Members if needed to fill a vacancy resulting from the resignation or removal of a member, with consultation of the Nominating Committee, and to be approved by a quorum of the Board;

5.1.5 May sign written contracts and legally binding instruments in consultation with the MIT Alumni Association.

5.2 The Secretary shall keep the records of MITArchA and shall record all meetings of the MITArchA Board, including attendance, and actions of MITArchA.

5.3 The Treasurer shall keep the books and accounts of MITArchA and shall have custody of all

funds of MITArchA; render periodic reports of the financial condition of MITArchA for board review; 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 MITArchA shall be deposited in the account of MITArchA (MIT Architecture Alumni).

5.4 The Vice President of Programs shall work closely with the board in all matters related to programs.

5.5 The Vice President of Communications shall work closely with the board in all matters related to communications in all its forms.

5.6 The Vice President of Membership shall work closely with the board in all matters related to membership.

5.7 The Vice President of M10ers shall work closely with the board in all matters related to M10 Alumni, alumni within the past 10 years.

5.8 The Executive Committee shall select the delegate of the President to carry out the President's duties, when the President is unavailable to carry out his/her duties, for approval by a quorum of the Board.

~~5.8.1 The Immediate Past President shall serve on the Executive Committee of the Board as Chair of the Nominating Committee.~~

[5.9 One member may hold more than one office except the President.]

ARTICLE VI. NOMINATION & ELECTION OF BOARD, EXECUTIVE, AND NOMINATION COMMITTEE MEMBERS

~~ARTICLE VI. NOMINATION & ELECTION OF BOARD & EXECUTIVE COMMITTEE MEMBERS~~

6.1 All Executive Committee members shall be elected for a term of ~~two years~~ **[one year]** with a term limit of two consecutive terms. **[Insert Sub Section 6.2]**

6.2 Executive Committee

Board members shall be elected for a term of three years, with a term limit of two consecutive terms. The term of a Board Member shall begin on the first day of July and end on the last day of June, in accordance with the MIT fiscal year. The term of office for each Executive Committee member shall begin

on the first day of July and end on the last day of June, in accordance with the MIT fiscal year.

6.2 **[Insert Sub Section 6.3]**

[6.3 Nominating Committee]

[Nomination for elections shall be made by a Nominating Committee which shall consist of (3) current Board Members. The Chair of the Nominating Committee shall be appointed by the Board President(s). The (2) remaining Nominating Committee Members shall be selected by the Chair, and shall be approved by a simple majority of the entire Board of Directors at least one month prior to the election. Nominations shall be submitted in writing to the Nominating Committee.]

[The above text replaces the following section in full:]

~~Nomination for elections shall be made by a Nominating Committee appointed by the President at least one month prior to the election. This committee shall be chaired by the Immediate Past President and shall consist of three Board members. Nominations may be submitted to the Chair of the Nominating Committee. The election of the Executive Committee by the Board shall take place in the last quarter of the MITAA year~~

~~Exception: In the event the Immediate Past President's term as Board Member has expired, the Immediate Past President may advise the Nominations Committee, as an Ex Officio Member.~~

6.3 **[Insert Sub Section 6.4]**

[6.4 Nominating Committee]

The Nominating Committee Chair **[NB: Deleted designation of the Chair allows any Member of the Nominating Committee to act, in lieu of the sole authority of the Nominating Committee Chair]**

shall recommend candidates to fill any vacancies in office at a meeting of the Board called upon with at least one week notice. The nomination must be approved by a majority in attendance at the Board meeting. Any member elected to fill a vacancy shall serve for the remainder of the unexpired term.

ARTICLE VII. AMENDMENT OF THE ARTICLES & BYLAWS

7.1 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.

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

ARTICLE VIII. REVENUES

8.1 The annual dues rate shall be set from time to time by the Board.

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

ARTICLE IX. MISCELLANEOUS

9.1 No member or officer of MITArchA shall be personally liable on any contract entered into by MITArchA or because of any act or thing done or omitted to be done on behalf of or in the name of MITArchA. 9.2 In the event of dissolution of MITArchA, any and all of the assets of MITArchA shall be turned over to the Association of Alumni and Alumnae of the Massachusetts Institute of Technology (MIT) in Cambridge, Massachusetts.

These Revised Bylaws have been approved by the Board of Directors of MITArchA on this day of _____, 2022

Signatures

_____ Co-President _____ Co-President

_____ Treasurer _____ Secretary

_____ VP of Membership _____ VP of Communication

_____ VP of Programs _____ VP of M10ers