

MWPHE, INC. BYLAWS

ARTICLE I: NAME

The name of the organization shall be "Massachusetts Women in Public Higher Education, Inc." (MWPHE).

ARTICLE II: OBJECTIVES

The primary objectives of the organization shall be:

To provide a forum for professional women who either are employed in administrative positions or aspire to administrative positions in public higher education in Massachusetts.

To maintain an information and support network for women in Massachusetts public higher education.

To recognize accomplishments, enhance professional development, and promote upward mobility of women employed in institutions of public higher education in the Commonwealth with professional development awards. Awards will be made contingent on funds however every effort will be made to represent the three areas of public higher education in Massachusetts. Namely, the University of Massachusetts, the state colleges and state universities and the community colleges.

To address issues affecting Massachusetts Public Higher Education and the status of women within the system.

To recognize the distinguished successes of women students enrolled in public higher education in Massachusetts with scholarships. Awards will be made contingent on funds however every effort will be made to represent the three areas of public higher education in Massachusetts. Namely, the University of

Massachusetts, the state colleges and state universities and the community colleges.

ARTICLE III: NOT-FOR-PROFIT PURPOSES

Massachusetts Women in Public Higher Education, Inc. (MWPHE) is organized exclusively for one or more of the purposes as specified in section 501 (c) 3 of the Internal Revenue Code. MWPHE shall use its funds only to accomplish the objectives and purposes specified in our Mission Statement, Articles of Organization and these By-laws. No part of the net earnings, gains or assets shall inure to the benefit of or be distributed to officers, directors, other private individuals, or organizations organized and operated for profit, except to pay reasonable compensation for services rendered by outside providers or to reimburse Executive Board Members for reasonable documented expenses. Under no circumstances shall any committee or individual member of a committee commit MWPHE resources without prior approval of the Board. MWPHE may accept donations and in-kind services from private individuals or organizations and grants from private organizations or government agencies.

ARTICLE IV: MEMBERSHIP

Membership shall be open to all professional women who either are employed in administrative positions or aspire to administrative positions in public higher education in Massachusetts. The membership year shall run from September through August. Membership dues shall be determined by the Executive Board and will be payable annually.

ARTICLE V: OFFICERS

Massachusetts Women in Public Higher Education shall be administered by an Executive Board consisting of thirteen (13) members elected to staggered three-year terms by the membership in the spring of each year. The Executive Board shall also include in its membership the Campus Coordinator Liaison and any Committee Chairperson who is not already a Board Member by virtue of election.

The Executive Board will select from among its membership a President, President-Elect, Treasurer, Secretary, and may also select committee chairpersons for public relations, nominating, membership, professional development and student recognition awards committees at its June meeting. Executive Board members shall serve for three-year terms with the exception of the immediate past president who shall serve for one additional year in an advisory capacity following her presidency if her term would otherwise expire.

Each segment of Massachusetts Public Higher Education, the Universities, State Colleges, and Community Colleges, will be represented on the Executive Board with a minimum of five members from community colleges, three from state colleges, and two from the university system. Every reasonable effort shall also be made to also insure a geographic balance of members on the Executive Board. A member in good standing is one from an institution that has paid their annual dues.

ARTICLE VI: NOMINATION AND ELECTION TO THE EXECUTIVE BOARD

Elections shall be held annually in the spring of each calendar year. Nominations will be presented at the Spring Meeting by the Nominating Committee to the membership. Nominations may also be made from the floor at that meeting.

Elections will subsequently be conducted by written ballot before the end of the academic year. Only members in good standing will be eligible to serve and to vote. To remain in good standing, Executive Board members must contribute to the planning, activities or deliberations of the Executive Board.

ARTICLE VII: DUTIES OF THE EXECUTIVE BOARD

To represent the organization as it addresses those issues affecting Massachusetts Public Higher Education and the status of women.

To conduct the affairs of the organization in accordance with the Bylaws and the policies laid down by the organization.

To establish a yearly calendar and approve the program of meetings.

To maintain an information network for the membership.

To promote the organization by awarding Student Achievement Scholarship Awards and Professional Development Awards.

Shall set dues annually. Dues may be increased or changed upon review of the Executive Board.

Shall nominate and elect officers.

Expulsion from the Executive Board requires a majority vote by the Executive Board.

ARTICLE VIII: DUTIES OF OFFICERS

President: shall call meetings of the Executive Board; function as the central contact for membership in reaching the Executive Board; be responsible for general correspondence to the membership; preserve in a permanent file all records, letters and other information of value to the organization to be transferred to successor at the close of the term of office, and preside over all meetings. In the absence of the President, the President- Elect is designated as Acting President.

If the President is unable to serve out her term, the Executive Board may designate an interim President by majority vote of those present and voting.

President-Elect: shall assist the President; shall propose and oversee the program for the fall and spring conferences; and shall chair the Program Committee.

Treasurer: shall have charge of all monies of the organization; pay all bills which have been authorized by the Executive Board; keep an itemized record in a permanent file of all receipts and expenditures, and give a written report of the same at each business meeting; and file any official forms that may be required.

Treasurer's annual report shall be due August 1.

Secretary: shall record minutes of Executive Board meeting and at each general membership business meeting; maintain an updated mailing list of Executive Board members; be responsible for preserving minutes of meetings and other appropriate

materials of value to the organization and transfer them to her successor upon the termination of service as secretary.

The terms of officers shall run from June through May.

ARTICLE IX: STANDING and AD HOC COMMITTEES

The standing committees of the organization shall be:

Program Committee-shall be chaired by the President-Elect and may be composed of at least three (3) members appointed by the Executive Board (one (1) from each segment). Duties of the committee may include: recommend sites for meetings as called for by the Executive Board in its annual calendar; propose and oversee the program for the fall and spring conferences; and publish and distribute program announcements and registration materials.

Nominating Committee -shall be chaired by the Past-President and may be composed of at least three (3) members (one (1) from each segment) appointed by the Executive Board. Duties of the committee shall include the preparation of a slate of Executive Board Members for presentation at the spring conference and coordination of a subsequent election to be conducted by written ballot in the spring. The Committee also shall work with the Executive Board to insure identification and maintenance of a strong corps of campus coordinators. All prospective candidates should be advised of the nature of the responsibilities to be performed and of the time commitment required.

Public Relations Committee -may be composed of a chairperson and at least three (3) members (one (1) from each segment) appointed by the Executive Board. Duties of the committee may include production and distribution of press releases as needed and drafting of two issues of the Newsletter.

The Professional Development Awards Committee -shall be composed of a chairperson and at least three (3) members (one (1) from each segment). The duties of the committee shall be to solicit applications, select recipients for annual professional development awards and give a final report to the Executive Board.

Recipients will be announced at the Spring Conference and awards will be presented. Members of the Executive Board shall not be eligible to apply for professional development awards while serving on the Board

The Student Recognition Awards Committee -shall be composed of a chairperson and at least three (3) members (one (1) from each segment). The duties of the committee shall be to solicit nominations, select recipients for student scholarship recognition awards, and give a final report to the Executive Board. Every effort should be made to select three (3) recipients each year, (one (1) from each segment) and to present the awards at the Spring Conference.

In addition to the above Committees, the President may appoint up to three (3) Ad Hoc members to the Executive Board. The President may assign these members to tasks not covered by the existing Bylaws and/or to actively assist existing committees in completing their responsibilities.

Every effort will be made to insure both segmental and geographic representation on all committees-both standing and Ad Hoc-unless the nature of the task(s) to be performed warrant(s) otherwise.

As heretofore indicated in Article V, all Standing and Ad Hoc Committee Chairpersons shall serve as members of the Executive Board and shall present either oral or written reports at each regular meeting of the Executive Board with a final report at year end.

ARTICLE X: CAMPUS COORDINATORS

The institutions of Massachusetts public higher education shall be divided into four regions. Each institution shall be represented by a campus coordinator designated by the Executive Board. In addition, the Executive Board will designate a campus coordinator liaison. Each campus coordinator and the campus coordinator liaison must be members in good standing and will be reconsidered on an annual basis. The regions shall be constituted as follows:

Eastern Region

Bunker Hill Community College

Massachusetts College of Art

Middlesex Community College

North Shore Community College

Northern Essex Community College

Roxbury Community College

Salem State University

University of Massachusetts/Boston

University of Massachusetts/Lowell

Western Region

Berkshire Community College

Greenfield Community College

Holyoke Community College

Massachusetts College of Liberal Arts

Springfield Technical Community College

University of Massachusetts/ Amherst

Westfield State University

Central Region

Fitchburg State University

Framingham State University

Massachusetts Bay Community College

Mt. Wachusett Community College

Quinsigamond Community College

University of Massachusetts/Medical

Worcester State University

Southeastern Region

Bridgewater State University

Bristol Community College

Cape Cod Community College

Massachusetts Maritime Academy

Massasoit Community College

University of Massachusetts/Dartmouth

The primary responsibilities of the Campus Coordinator Liaison are:

To provide information and support to Campus Coordinators

To maintain an up-to-date database of Executive Board Members and Campus Coordinators

The primary responsibilities of a Campus Coordinator are:

To participate as pro tem member of the MWPHE Executive Board

To provide updated information to the Campus Coordinator Liaison

To contact their college president to verify institutional membership

To maintain an active membership list

To distribute fall and spring newsletters and conference materials to members on their campus

To distribute notice of opportunity to apply for professional development awards

To coordinate with appropriate campus personnel to ensure the selection of Student Achievement Scholarship Award nominees on their campus

To submit announcements of promotions, new hires, receipt of degrees and other accomplishments to publicity chair of newsletter for inclusion in MWPHE newsletter

ARTICLE XI: MEETINGS

The general membership will meet not fewer than two (2) times annually -once in the fall once in the spring for conferences. One of these conferences will include the Annual Meeting for the purpose of electing the Executive Board. The general membership will meet no more than (2) times annually – once in the fall and/or once in the spring for conferences. One conference will include the Annual Meeting for the purpose of electing the Executive Board. The Executive Board will hold a minimum of four (4) regular meetings each year in addition to an Annual Retreat.

ARTICLE XII: QUORUM

A minimum of 20 members of the organization shall constitute a quorum at any regular or special meeting of the general membership provided that notice is mailed to every member seven (7) days in advance of the meeting.

A majority of the members of the Executive Board shall constitute a quorum at its meetings.

ARTICLE XIII: PARLIAMENTARY PROCEDURE

Business meetings shall be called to order by the President or designee of the Executive Board in the President's absence. Reports shall include; a treasurer's report, a secretary's report; approval of the minutes of previous meetings; committee reports; and old and new business as appropriate. Disputes over procedure at all

meetings shall be decided by the presiding officer or where applicable by reference to Robert's Rules of Order or by two-thirds (2/3) vote of members present and voting to uphold a ruling of the presiding officer or two-thirds (2/3) vote of members present and voting to overturn a ruling of the presiding officer.

ARTICLE XIV: BYLAW AMENDMENTS

These Bylaws may be amended by a two-thirds (2/3) vote of the voting members provided a copy of the proposed amendment shall have been sent to every member at least seven (7) days before it is voted upon. Vote shall be by written ballot.

ARTICLE XV: FISCAL YEAR END

The fiscal year shall begin on July 1st and shall end on June 30th.

ARTICLE XVI: DISSOLUTION OF THE ORGANIZATION

The organization may be dissolved by vote of a majority of members present and voting at a special meeting called for that purpose and only after all fully paid members have been notified in writing fourteen (14) days prior to the meeting. Such a meeting may be called by the President or a majority vote of the Executive Board.

ARTICLE XVII: DISTRIBUTION OF FUNDS UPON DISSOLUTION

All funds remaining at the time of dissolution shall be distributed to a charitable organization (501 (c) 3) according to the wishes of a majority vote at the meeting of dissolution.

ARTICLE XVIII: PROXY VOTING

There shall be no voting by proxy. A member or Executive Board member must be present at any Board or general membership meeting for their vote to be recorded. This does not preclude a member from expressing a written opinion on an issue at a meeting at which they cannot be present.

ARTICLE XIX: SPECIAL MEETINGS

This organization is chartered under Massachusetts General Laws, Chapter 180. Any amendment to the Articles of Organization filed with the state of Massachusetts shall be at a meeting called for that purpose with a vote of two-thirds (2/3) of all members legally qualified to vote required to amend.

ARTICLE XX: EXECUTION OF DOCUMENTS

All deeds, leases, transfers, contracts, bonds, notes, releases, and other obligations authorized to be executed on behalf of the organization shall be signed by the President, except as the Executive Board may generally or in particular cases determine otherwise. The President and Treasurer or designee shall sign all checks, drafts, or financial papers for the payment of obligations that are authorized by the Executive Board. In the event of the absence, illness or otherwise unavailability of any of these officers, the Executive Board may appoint a person to temporarily carry out this function.

ARTICLE XXI: INDEMNIFICATION OF OFFICERS AND DIRECTORS

MWPHE shall indemnify any person serving, or who has served, as a member of the Executive Board to the extent legally permissible. Executive Board members shall not be liable for the debts, liabilities, or other obligations of MWPHE.

ARTICLE XXII: PRESENCE THROUGH COMMUNICATIONS EQUIPMENT

Unless otherwise provided by law or the Article of Organization, members of the executive board may participate in a meeting of such board by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time, and participation by such means shall constitute presence in person at a meeting.

Revised August 1, 2008; June 9, 2011