

Robert L. Gaudino Memorial Fund By-Laws

PREAMBLE

The Robert L. Gaudino Memorial Fund (the "Fund") of Williams College (the "College") was established shortly after the death of Professor Robert L. Gaudino to preserve in thought and action the memory and intellectual legacy of this extraordinary teacher. From the outset it has been the consensus among those helping to endow and administer the Fund that it should be used for programs and projects that would foster the continuance of Professor Gaudino's unique educational philosophy and pedagogical methodology in the intellectual life of the College.

The Fund was initially administered by a committee of involved alumni appointed by the President of the College, in consultation with the Dean of the College, to work with College officials to develop proposals for the use of the Fund. In 1982, the committee was given more formal recognition as a Board of Trustees (the "Board," and its members, the "Trustees"). The relationship between the Trustees and the College in collaborating regarding the administration and oversight of the Fund is described in a Memorandum of Understanding, most recently updated as of July 22, 2013. The Memorandum of Understanding reflects the shared goals of the College and the Trustees that (1) the work of the Fund continue and grow in the decades to come, augmented with additional fundraising conducted by the Trustees acting in coordination with, and subject to the oversight of, the College Development Office, (2) the Fund provide resources to a Gaudino Scholar so that he/she might foster and support initiatives of faculty and/or students in keeping with the objectives of the Fund, (3) the Fund underwrite a stipend for the Scholar and participate in the funding of the Scholar's released time, and (4) the Fund ensure that the College continues to sponsor educational initiatives, both on and off campus, that attempt to bridge the critical gap between the classroom and the lives of students, including by periodically offering major experiential programs.

To further these objectives the Trustees of the Fund do hereby adopt and publish these By-Laws for the governance of an ongoing, permanent Board of Trustees charged with the responsibility for fostering the growth of the Fund and assisting where possible the College and the Gaudino Scholar in furthering the purposes of the Fund.

ARTICLE I – BOARD OF TRUSTEES

1. POWERS and DUTIES

The Board of Trustees:

1. shall nominate for appointment by the President of the College, on the basis of recommendations from the Board Chairperson and then-current Scholar, a member of the College faculty to serve as the next Gaudino Scholar;
2. shall advise the College and the Gaudino Scholar on uses of the Fund, and in general provide oversight with respect to the efforts of the Scholar;
3. shall conduct the fundraising business of the Fund acting in coordination with, and subject to the oversight of, the College Development Office;
4. shall consistently attend meetings of the Board, actively carry out Committee duties between the semi-annual Board meetings, contribute ideas and efforts to the advancement of the mission and goals of the Fund as stated in the Preamble,;
5. shall endeavor to represent the Fund and its mission to their respective alumni or student counterparts; and
6. shall, in the case of alumni Trustees, contribute annually within their means to fundraising.

2. NUMBER

The Board shall consist of not less than nine or more than twelve alumni Trustees and up to five student Trustees. The number of Trustees may be increased or decreased (provided such decrease does not shorten the term of any incumbent Trustee) from time to time by amendment to these Bylaws.

3. ELECTION, QUALIFICATION AND TERM

1. At each annual meeting the incumbent Trustees shall set the number of alumni Trustees and student Trustees constituting the entire Board and shall elect new alumni Trustees and student

Trustees to fill the positions of those Trustees whose terms are then expiring. If a vacancy occurs during the year, then a new Trustee may be elected during the interim by the incumbent Trustees. Alumni Trustees shall be elected for a term of three years. Student trustees shall be elected for a term of one year. Notwithstanding anything to the contrary contained in this By-Law, eligible student Trustees shall be allowed to serve up to a maximum of three one-year terms. The terms of one-third of the alumni Trustees shall expire each year, at which time such trustees may be re-elected, if eligible, or replaced. No alumni Trustee shall serve more than two full terms in succession. A former alumni Trustee may be nominated to serve on the Board again after two years have elapsed since his or her last active service on the Board. All Trustees shall hold office until the next succeeding annual meeting at which their respective terms expire and thereafter until their respective successors shall have been elected and qualified, unless removed in accordance with these By-Laws. Members of the Board of Trustees need be residents of Massachusetts.

2. Any vacancy occurring in the Board may be filled by the affirmative vote of a majority of the remaining Trustees. A Trustee elected to fill a vacancy shall be elected for the unexpired term of his/her predecessor in office.
3. Persons eligible for election as alumni Trustees shall include all alumni of Williams College whose graduating class attended the College in a year during or after the faculty membership of Professor Gaudino. Preference shall be given former students of Professor Gaudino and former participants in on- or off-campus activities sponsored by Professor Gaudino, the Fund, or the Gaudino Scholar. Persons eligible for election as student Trustees shall include all students in good standing at the College.
4. New Trustees shall thoroughly self-orient to Trustee service through study of the Gaudino Fund web site and related materials, and through subsequent consultation with one or more veteran Trustees for clarification of any questions or concerns. New student Trustees shall also have the support of the Scholar for initial orientation and ongoing service.

4. REMOVAL

At any meeting of Trustees called expressly for that purpose at which a quorum is present, any trustee may be removed, with or without cause, by a vote of a majority of the Trustees present at the meeting. A trustee may also be removed at any meeting of the Board of Trustees, provided that notice of such removal has been included with the notice of the meeting.

5. MEETINGS OF TRUSTEES

The trustees may hold their meetings and may have an office and keep the books and records of the Fund, except as otherwise provided by statute, in such place or places on the campus of the College, or elsewhere, as the Board may from time to time determine. The Trustees may hold their meetings in any manner permitted by law, including by conference telephone or similar communications equipment by means of which all participants can hear each other at the same time.

6. ANNUAL MEETING

The Board shall hold its annual meeting, for the purpose of organization and the transaction of business, in Williamstown, Massachusetts, on an October or November weekend, or, if necessary, on such other date during the fall term of the College, or at such other place, as the Board Chairperson or the Executive Committee shall designate.

7. ELECTION OF OFFICERS

At each annual meeting of the Board, the Trustees shall elect the officers of the Fund in accordance with the provisions of Article III.

8. REGULAR MEETINGS

In addition to the annual meeting, regular meetings of the Board may be held on a weekend in April in Williamstown, Massachusetts, or, if necessary, on such other date during the spring term of the College, or at such other place, as the Board Chairperson or the Executive Committee shall designate.

9. SPECIAL MEETINGS

Special meetings of the Board shall be held in any manner permitted by law or these By-Laws and whenever called by the Board Chairperson or Executive Committee.

10. NOTICE

The Secretary or Chairperson shall give notice of and an agenda for each regular and special meeting in person, by mail, by facsimile, by telephone or by electronic mail at least fifteen (15) days before the meeting to each Trustee.

11. QUORUM AND BOARD ACTION

A majority of the elected and qualified Trustees shall constitute a quorum for the transaction of business at any meeting conducted pursuant to these By-Laws. If at any meeting of the Board there is less than a quorum present, a majority of those present, or if any trustee is present alone, such trustee, may adjourn the meeting from time to time without further notice. The act of a majority of the Trustees present at a meeting at which a quorum is in attendance shall be the act of the Board, unless the act of a greater number is required by statute or these By-Laws. Additionally, any votes taken at a meeting with less than a quorum present (other than a vote to adjourn the meeting as described above) shall be conditional until absent Trustees vote by email or similar means sufficient to tally a majority of the Board.

12. ORDER OF BUSINESS

At meetings of the Board, business shall be transacted in such order as from time to time the Board may determine.

At all meetings of the Board, the Chairperson of the Board shall preside, and in the absence of the Chairperson, an acting Chairperson shall be chosen by the Board from among the Trustees present.

The Secretary of the Board shall act as secretary of all meetings of the Board, but in the absence of the Secretary, the presiding officer may appoint any person to act as secretary of the meeting.

13. MANNER OF ACTING BETWEEN MEETINGS

At any time when the Board is not meeting, the Chairperson may notify Board members of matters to be resolved by mail, by facsimile, by electronic mail or by conference call via telephone or similar communications equipment by means of which all participants can hear each other at the same time. The vote of a majority of the Board members on any such matter shall be the act of the Board.

ARTICLE II – COMMITTEES

1. EXECUTIVE COMMITTEE

The number of Trustees which shall constitute the Executive Committee of the Board shall be determined from time to time by the Board but shall not be less than three or more than seven. The Chairperson, with Board consent, shall recommend the membership of the Executive Committee; preference should be given to committee chairpersons or co-chairpersons.

2. POWERS OF EXECUTIVE COMMITTEE

The Executive Committee shall have generally all the power and authority of the Board (except where action by the Board is required by law or these By-Laws) when the Board is not in session, and, to the extent that such powers and authority shall be exercised by the Executive Committee and shall affect the rights of third parties, the same shall be conclusively binding upon the Board.

3. OTHER COMMITTEES

At each annual meeting of the Board, or at a regular meeting if there are vacancies to be filled, the Trustees shall elect a Nominating Committee to recommend nominees for the seats of those Trustees whose terms expire. The report of such committee shall be made to all present Trustees at the

next annual or regular meeting of the Trustees, at such other meeting as deemed appropriate by the Board, or between meetings pursuant to Article I, Section 13 above. Nominations at large, including self-nomination, for any position may be made in writing to the Secretary of the Board at any time prior to a date at least thirty (30) days prior to such meeting. The Board of Trustees may by resolution create other committees for such terms and with such powers and duties as the Board shall deem appropriate.

4. ORGANIZATION OF COMMITTEES

The Chairperson of the Board shall be an ex-officio member of all committees and shall be the chairperson of the Executive Committee. The chairperson of all other committees shall be chosen by the members thereof. The chairperson of each committee shall preside at all meetings of such committee.

5. MEETINGS

Meetings of each committee may be held without the giving of notice.

6. QUORUM AND MANNER OF ACTING

A majority of the members of each committee shall be present, either in person or by conference call via telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time, in order to constitute a quorum for the transaction of business. The act of a majority of the members so present at a meeting at which a quorum is present shall be the act of such committee.

7. RECORD OF COMMITTEE ACTION: REPORTS

Each committee shall maintain a record, which need not be in the form of complete minutes, of the action taken by it at each meeting, which record shall include the date, time, and place of the meeting, the names of the members present and absent, the action considered, and the number of votes cast for and against the adoption of the action considered. All action by the Executive Committee and any other current committees shall be reported to the Board at its meeting next succeeding such action, such report to be in sufficient detail as to enable the Board to be informed of the

conduct of the Board's business and affairs since the last meeting of the Board.

8. EFFECT OF DELEGATION OF POWERS AND AUTHORITY

Any committee of the Board, to the extent provided in a vote of the Board or in these By-Laws, shall have and may exercise all of the applicable powers and authority of the Board in the management of the business and affairs of the Board; provided, however, that no such committee shall have the authority to adopt, amend or repeal these By-Laws. Each member of the Board or of any committee of the Board shall, in the performance of such Trustee's duties, be fully protected in relying in good faith upon information, opinions, reports or statements presented to the Board or such committee by officials of the College, by the Scholar, by committees of the Board, or by any other person as to matters the Trustee reasonably believes are within such other person's professional or expert competence and who have been selected with reasonable care by the College or the Board or committee on behalf of the Fund.

9. REMOVAL

Any member of any committee may be removed from such committee, either with or without cause, at any time, by resolution adopted by a majority of the Trustees voting at any meeting of the Board at which a quorum is present.

10. VACANCIES

Any vacancy in any committee shall be filled by the Board in the manner prescribed by these By-Laws for the original appointment of the members of such committee.

ARTICLE III – OFFICERS

1. NUMBER, TITLES AND TERM OF OFFICE

The officers of the Fund shall be a Chairperson, a Secretary, and such other officers as the Board may from time to time elect or appoint. Each officer shall hold office until his or her successor shall have been duly elected by the Board and qualified or until his or her death or until he or she shall resign or shall have been removed in the manner hereinafter

provided. One person may hold more than one office, except that the Chairperson and the Secretary shall not be the same person.

2. REMOVAL

Any officer elected or appointed by the Board may be removed by vote of a majority of the Trustees at a meeting at which a quorum is present, whenever in their judgment the best interests of the Fund will be served thereby.

3. VACANCIES

Vacancy in the office of any officer may be filled by vote of the Trustees for the unexpired portion of the term.

4. POWERS AND DUTIES OF THE CHAIRPERSON

The Chairperson shall preside at all meetings of the Board; he or she shall be an ex-officio member of all standing committees; he or she shall be the primary liaison between the Board and the Scholar and College between Board meetings; and he or she shall see that all orders and resolutions of the Board are carried into effect. The Chairperson may also assume any of the duties and obligations of any of the other officers.

5. SECRETARY

The Secretary shall keep the minutes of all meetings of the Board in books for that purpose or in any other form capable of being converted into written form within a reasonable time; he or she shall generally attend to the giving and serving of all notices of meetings of the Board, provided that in the absence of the Secretary, the Chairperson or another Trustee may give such notices; and he or she shall in general perform all duties incident to the office of Secretary, subject to the control of the Board.

ARTICLE IV – ACCOUNTS

The College shall maintain custody and management of the Fund. The Board shall receive and consider regular updates at its meetings concerning the business and affairs of the Fund, such updates to include: (i) a report in reasonable detail from the Scholar concerning the activities of the Fund during his or her current term, including a review of expenditures of Fund monies in relation to the annual budget approved for the Fund, and (ii) a report from the

Chairperson and Scholar in consultation with appropriate College officials concerning the financial status of the Fund.

ARTICLE V – AMENDMENTS

These By-Laws may be altered, amended or repealed or new By-Laws may be adopted at any annual or regular meeting of the Board or at any special meeting of the Board at which a quorum is present, provided notice of the proposed alteration, amendment, repeal or adoption is contained in the notice of such meeting, or is waived by the affirmative vote of a majority of those Trustees present at such meeting.

ARTICLE VI – MISCELLANEOUS PROVISIONS

1. NOTICE AND WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of these By-Laws, said notice shall be deemed to be sufficient if given by electronic mail, United States Postal Service, by facsimile or by telephone at the applicable addresses and numbers maintained on the books of the Fund. Said notice may be waived, and the appropriate action taken as if notice had been duly and timely given, by majority vote of the Trustees present at any annual or regular meeting provided that a quorum of the Board is present.

2. RESIGNATIONS

Any trustee or officer may resign at any time. Such resignations shall be made in writing and shall take effect at the time specified therein, or, if no time be specified, at the time of its receipt by the Chairperson or Secretary.

As Adopted: November 12, 1988. Amended: April 22, 1989; November 4, 1989; April 27, 1990; April 24, 1999; April 24, 2005; April 2010; and October 19, 2013.