Dear Members,

Our current bylaws were ratified in 2015. In connection with our upcoming annual meeting on May 26, 2020, we propose some revisions to reflect changes in our Club and its operations. A high-level summary of the proposed changes follows. We are also attaching a clean copy as well as a copy that tracks the proposed changes.

Provided we have a quorum at the annual meeting, we will vote on whether to accept the proposed changes. A simple majority can approve.

Non-Substantive Changes

Some of the proposed edits are straightforward clean up, such as updates to avoid gendered language, minor modifications to reflect our operations, and edits to reflect the fact that Radcliffe College is not a standalone entity anymore.

Removal of Officers and Directors

Our bylaws have long included a mechanism to remove an officer “whenever the best interest of the corporation would be served thereby.” Given the exceptional growth of our Club, it is impractical to require a majority of the members to agree on removal. Instead, we propose to entrust that ability with the Club’s Executive Committee, which, as a reminder, includes all of the Club’s officers and immediate past President.

For the same reason that having a removal mechanism for officers is important, it is important to have one for directors. Our Club did not, so we propose adding one. As proposed, a director could be removed by a majority of the other directors “whenever the best interest of the corporation would be served thereby.”

We do not expect these powers to be exercised often. Nonetheless, they are important mechanisms for the Club to be able to exercise if needed.

Special Fund Language

The bylaws contained a paragraph about a special fund for the “Schools and Scholarship Committee.” The provision is outdated for our current Schools Committee operations as well as the scholarships opportunities for students supported by the Club.

Thank you for your consideration.

Respectfully submitted,

*/s/ Jared M. Slade*

Jared M. Slade

Club General Counsel