

# Yale Alumni

## Yale Alumni Association Board of Governors

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### By-Laws of the Yale Alumni Association (“YAA,” previously referred to as the Association of Yale Alumni)

Adopted October 1972, as revised through April 23, 2022.

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### Article I. Assembly

#### Section 1. Meetings – General.

The Board of Governors of the Association shall designate the time, place, and date of the regular meetings of the Assembly, which shall be held at least once each year in New Haven. Special meetings of the Assembly may be called at any time by the Chair or by the Board, and shall be held at such place and on such time and date as shall be fixed by the person or persons calling the meeting.

#### Section 2. Meetings – Notice.

Notice of all meetings of the Assembly shall be given by the Executive Director of the Association by notice transmitted to each delegate to the Assembly at least thirty days before any regular or special meeting. Each notice shall state the time, place and date of the meeting and, in the case of a special meeting, shall state the purpose or purposes therefor.

#### Section 3. Meetings – Quorum and Voting.

At all meetings of the Assembly, the presence of one-fourth of the incumbent Assembly delegates shall be sufficient to constitute a quorum for the transaction of any business.

Each delegate shall be entitled to one vote, in person and not by proxy, provided, however, that (i) with the approval of the Board, any delegate (other than an ex officio delegate) who for good cause is unable to attend an Assembly meeting may designate in writing a member of the Association from the same constituency as an alternate, who may attend and vote; and (ii) with the approval of the Board, Assembly delegates may be permitted to vote via a secure electronic system, whether or not they are unable to attend an Assembly meeting in person.

All elections and other questions shall be decided by a plurality of the votes cast, except as otherwise provided by the Constitution that governs the YAA (“Constitution”) or these By-laws.

#### **Section 4. Meetings – Agenda.**

The Board Chair, in consultation with the Board, shall set the agenda for any special or regular meeting of the Assembly. Any Assembly delegate may propose an item for the agenda by submitting the item in writing at least twenty days prior to the meeting, addressed to the Board Chair and the Executive Director at the executive offices of the Association. The Board Chair shall exercise reasonable discretion to determine whether a proposed agenda item is relevant to the purposes of the Assembly, as such purposes are defined in the Constitution.

## **Article II. Board**

### **Section 1. Election and Term.**

The eighteen elected members of the Board shall serve three-year terms as provided in the Constitution and shall be elected by the Assembly from its membership in a manner and at a time to be determined by the Board. Six of such members shall be elected in each year (except as may be otherwise required by Section 4 of this Article II).

The appointed members of the Board shall serve three-year terms as provided in the Constitution and shall be appointed from the membership of the Association in a manner and at a time to be determined by the Board. Not more than two of such members shall be appointed in each year (except as may be otherwise required by Section 4 of this Article II).

Elected and appointed members of the Board shall take office on July 1. All terms for members shall terminate on June 30th. If the term of an elected or an appointed Board member exceeds that member's term as an Assembly delegate, the member may continue as a member of the Board and as an Assembly delegate until the conclusion of the term on the Board, provided however that the Assembly seat shall be filled in the normal manner at the stated conclusion of the delegate's term. The term of each ex officio member of the Board shall extend for the time of service in the office on which ex officio membership is based.

### **Section 2. Eligibility.**

No elected or appointed member of the Board shall be eligible to serve for more than one full term except that such members may serve again after a lapse of one year, provided however that

the term of the Chair, the Vice-Chair, and the Executive Officers of the Board shall be governed by Article III of these By-laws.

The eligibility of members of the Board elected to fill vacancies shall be governed by Section 5 of this Article of these By-laws.

### **Section 3. Nomination – Elected Board Members**

Nominations for election to the Board shall be made annually by the Board of Governors Nominating Committee of the Association. Other nominations may be made by petition signed by any twenty-five Assembly representatives and filed with the Board of Governors Nominating Committee at least thirty days prior to the date scheduled for distribution of election ballots. Such right of petition shall be set forth in the notice of the meeting for each Assembly. No nominations for election to the Board may be made from the floor of the Assembly.

### **Section 4. Nomination – Appointed Board Members**

Nominations for appointment to the Board shall be made annually and shall be made by the Board of Governors Appointments Committee of the Board. The Board of Governors Appointments Committee shall be appointed by the Chair and shall include representatives of officers of the University as well as current members of the Board.

### **Section 5. Vacancies.**

Any vacancy in the elected or appointed seats on the Board may be filled by a majority vote of the remaining members of the Board for the remainder of the term of the member whose seat is vacated. At the conclusion of that term, a member of the Board elected to fill a vacancy shall be eligible to be elected to a full term on the Board if nominated and elected pursuant to Sections 1 and 3 of this Article of these By-laws, and also shall be eligible to be appointed to a full term on the Board pursuant to Section 1 of this Article of these By-laws.

If a member of the Board is elected to be Chair, Vice-Chair, or Executive Officer prior to the expiration of that member's term, the Board may consider the seat of such member to be vacant and may fill it in the manner prescribed herein.

### **Section 6. Quorum and Conduct of Meetings.**

A majority of the number of Board members currently in office, which must include the Chair or the Vice-Chair, shall constitute a quorum for the transaction of all business and, except as otherwise provided in these By-laws, a majority of those present shall be sufficient to adopt any resolution of the Board. The Board shall meet at least three times in each year, at such times and places as shall be fixed by the Chair or by the Board, and notice of each such meeting shall be transmitted by the Executive Director to each member not later than the tenth day prior to the meeting.

In general, board meetings shall be held in person in New Haven, Connecticut. Board members shall be expected to attend meetings in person except if there are circumstances that prevent or limit travel. The Board Chair shall provide adequate notice of the form of the meeting. If a meeting of the Board is to be held electronically, the Executive Director shall arrange appropriate video and audio facilities that allow each Board member to be seen and heard by each other member of the Board present, and accommodations if required by any member.

To ensure the Board's optimal performance, the Chair will, periodically, conduct an assessment process that provides Board members with an opportunity to evaluate the Board's effectiveness and identify opportunities for improvement. The process will be designed by Board members in consultation with appropriate YAA staff.

The unexcused absence of a member of the Board for three consecutive plenary Board meetings shall be deemed a resignation and the resigned member's seat will be deemed vacant.

Board members shall abide by the Board Values and Expectations (July 2020 as amended) at all times and demonstrate the ideals of the university, including the core values of openness, mutual respect, inclusion, and constructive participation. If a member of the Board does not abide by these principles and is so notified by the Board Chair, the Board Chair, in consultation with the other Officers of the Board and the Executive Director, may request in writing that such member rectify his/her/their failure to abide by the principles. If such a member does not rectify the failure notwithstanding such request, the Board Chair may, after consultation with the other Officers of the Board and the Executive Director, either suspend the member, or ask for the member's resignation. Should the member refuse to resign, the Board Chair may, in his/her/their discretion, remove the member from the Board. The removed member's seat will be deemed vacant.

Further, a Board member may be removed upon recommendation by the Executive Committee and at any meeting of the Board duly called, by vote of two-thirds (2/3) of the entire Board, if in the judgment of the Board, the best interests of the Association will be served by such removal and provided that at least one week's previous notice of the proposed action shall have been given to all Board members. The removed member's seat will be deemed vacant.

## **Article III. Officers**

### **Section 1. Chair, Vice-Chair, Executive Officers – Election.**

The Officers of the Board shall consist of a Chair and a Vice-Chair, as provided in the Constitution, and three Executive Officers, as provided in these By-laws.

The Chair, the Vice-Chair, and the Executive Officers shall be elected by a majority of the entire Board, either from its membership or from the delegates to the Assembly, exclusive of ex officio delegates, at a spring meeting of the Board. Members whose terms as members of the Board or as delegates to the Assembly shall expire during the calendar year of the election shall nonetheless be eligible for election to such offices. The persons so elected shall be designated Chair-Elect,

Vice-Chair-Elect, and Executive Officer-Elect and they shall make themselves available for consultation, as requested from time to time by the Chair and Vice-Chair. They shall take office as Chair, Vice-Chair, and Executive Officer on June 30th.

Election to the offices of Chair and Vice-Chair shall be for two-year terms, and election to the office of Executive Officer shall be for a one-year term. Each of these officers shall remain a full voting member of the Board and of the Assembly during the officer's term, even though the officer's term extends beyond the original term of election to the Board or to the Assembly. The Chair and Vice-Chair shall be ineligible for re-election to their respective offices, or to the office of Executive Officer, provided that the Vice-Chair may succeed the Chair. Each Executive Officer shall be eligible for re-election to one additional term, but in no event may serve more than a total of two years as Executive Officer. Each Executive Officer shall be eligible for election to Chair and Vice-Chair.

### **Section 2. Officers – Duties.**

The Chair shall be chief executive officer of the Association and shall preside at all meetings of the Assembly and of the Board, and at any gathering sponsored by either body. The Chair shall perform such other duties as pertain to the office, including the power to appoint committees and their chairs as authorized by the Constitution or by these By-laws.

In the event of the Chair's absence or inability for any reason to discharge the duties of the office, the Vice-Chair shall temporarily perform those duties. The Vice-Chair shall also perform such other duties as the Chair or the Board may assign.

One Executive Officer shall be responsible for signing the minutes of the meetings of the Board, by agreement between the Executive Officers or, if no agreement can be reached, at the request of the Chair.

### **Section 3. Executive Director – Duties.**

The Executive Director shall:

1. Act as a non-voting Executive Secretary of the meetings of the Assembly and of the Board, and shall record minutes of those meetings;
2. Maintain an office in New Haven, and keep the records of the Assembly and its Committees and of the Board;
3. Maintain current records of the names and addresses of the delegates to the Assembly;
4. Cause copies of the minutes of the meetings of the Assembly and of the Board to be made available to all interested delegates and to the Alumni Magazine;
5. Send timely notices of the regular and special meetings of the Assembly and of the Board as required by these By-laws;
6. Act as non-voting Secretary of the Committee for the Nomination of Alumni Fellows and of the Board of Governors Nominating Committee of the Assembly, and shall oversee the selection of the class, regional, and Shared Interest Group Assembly delegates;
7. Provide reports and advice to the Board on financial and governance matters,

8. Perform such other duties as pertain to the office of Executive Director or as may be assigned by the Chair or the Board.

#### **Article IV. Committees**

There shall be such standing committees and ad hoc committees of the Board as may be provided by the Constitution and as the Board may determine from time to time to be in the interests of the Board and the Association.

The Chair and Vice Chair shall serve ex officio as members of all standing committees established under the authority of this Article IV of these By-laws.

Except as otherwise provided by the Constitution, the Chair of the Board of Governors shall appoint committee chairs and committee members, subject to any action the Board of Governors may take.

Such standing committees may include a Committee for Delegates-At-Large, which shall present annually to the Board of Governors a slate of candidates for appointment as Representatives-At-Large as provided for in Section 8 of Article IV of the Constitution.

#### **Article V. Amendments**

These By-laws may be altered, amended or supplemented by vote of two-thirds (2/3) of the entire Board, provided that notice thereof shall have been included in the notice of the meeting at which such action is to be considered.