

## **Bylaws of The Yale Club of New Haven, Inc.**

### **Article I. Name, Purpose.**

Section 1. Name. The name of the organization shall be The Yale Club of New Haven, Incorporated.

Section 2. Purposes. The purposes of the Club are those enumerated within the Certificate of Incorporation dated \_\_\_\_\_, 1969, which are generally to serve as a charitable and educational organization which promotes the welfare of Yale University, New Haven, Connecticut (hereinafter, the University), and provides a means by which alumni of the University and members of the community may contribute to the welfare of the University. Such means may include, but are not limited to: encouragement of the enrollment of qualified students in the University; scholarship aid to undergraduate and graduate and professional students; sponsorship of community service projects; sponsorship of fund raising events which will benefit the University directly or which will benefit the Club in the establishment of scholarships or to provide for the expenses of operating the Club; performing public relations work on behalf of the University by initiating, facilitating and participating in programs which will foster continued support of the University.

### **Article II. Membership.**

Section 1. Members. Any graduate, member of any class, holder of an Honorary Degree, member of the faculty, coaching staff, administrative staff, or professional staff of Yale University, or any person interested in furthering the work and purposes of this Club, shall become a member upon payment of annual dues or a one-time life membership fee.

Section 2. Honorary Members. The Board of Directors may award honorary memberships. Honorary members shall be exempt from dues.

Section 3. Members' Rights and Duties. Members shall elect the directors of the Corporation and vote on matters properly brought before each meeting of the membership.

Section 4. Resignation. Any member of the Corporation may resign by giving written notice to the secretary.

### **Article III. Meetings.**

Section 1. Annual Meeting. The Annual Meeting of the membership shall be held on such date and at such time and place each year as may be determined by the Board of Directors. Written notice stating the place, day, and hour of such meeting shall be given

to each member not more than fifty (50) days nor less than seven (7) days before the meeting. Any matter relating to the affairs of the Corporation may be brought up for action at any annual meeting provided that, unless stated in the written notice of a meeting, no matter other than the election of directors may be brought up which requires the vote of the membership pursuant to the Non-Stock Corporation Act of Connecticut.

Section 2. Special Meetings. Special meetings of the membership may be called by the Board of Directors, or upon written petition of one fifth (1/5) of the members of the Club directed to the president, the president shall call a special meeting for the purpose(s) specified in such petition and cause notice thereof to be given. No special meeting shall be called without written notice, and such notice shall state the place, day and hour of the meeting and the general purpose(s) for which it is called, and no other business shall be transacted at the meeting. Such notice shall be given to each member not more than fifty (50) days nor less than seven (7) days before the meeting.

#### **Article IV Officers.**

Section 1. Number and Title. The officers of the Corporation shall be: a president; one (1) or more vice presidents; a secretary; a treasurer; a secretary – graduate and professional schools; an immediate past president; and, as needed, assistant secretaries and assistant treasurers.

Section 2. Election, Term of Office, and Vacancies. The officers of the Corporation shall be elected at a meeting of the Board of Directors held within the thirty (30) days immediately prior to the annual meeting of the membership for a term of one (1) year each, and they shall take office immediately following said annual meeting of the membership. A vacancy among the officers shall be filled as provided hereinafter in these bylaws. All officers shall be, and remain during their term, members of the Club as defined in Article II.

Section 3. Duties and Powers. The duties of the officers shall be as follows:

- a. President. The president shall be the principal officer of the Corporation and shall preside at all meetings of the membership and the Board of Directors. The president shall see that the resolutions of the membership and the actions of the Board of Directors are carried into effect, and report them the conduct and management of the affairs of the Corporation. The president shall perform such duties as are usual to this office.
- b. Vice President(s). In the absence of the president, or in the event of that officer's inability or refusal to act, the vice president(s), in order of seniority in that position if there are more than one, shall perform the duties of the president, and when so acting, shall have all of the powers of, and be subject to all the restrictions upon, the president.

- c. Secretary. The secretary shall keep minutes of the proceedings of the membership and the Board of Directors; give, or cause to be given, all notices in accordance with the provisions of these bylaws or as required by law; and be custodian of the Corporation records and the seal of the Corporation. The secretary shall keep, or cause to be kept, at the registered office or principal place of business of the Corporation a written records of the members of the Corporation and their addresses, and in general shall perform all duties as may be assigned by the president and/or Board of Directors.
- d. Treasurer. The treasurer shall have custody of the corporate funds and shall keep, or cause to be kept, correct and complete books and records of account, including full and accurate accounts of receipts and disbursements, in books belonging to the Corporation, and in general shall perform all duties as may be assigned by the president and/or Board of Directors.
- e. Secretary – Graduate and Professional Schools. The secretary – graduate and professional schools shall serve as a liaison between the Club and the faculty, administration, and students of said schools, and shall encourage greater participation in Club events and activities from holders of graduate and/or professional degrees.

## **Article V. Board of Directors.**

Section 1. Composition and Duties. The property, affair, and business of the Corporation shall be managed by the Board of Directors. The Board of Directors shall consist of the officers of the Corporation and eighteen (18) members at large; past presidents of the Corporation shall be deemed honorary directors with voice but not vote. The Board of Directors shall exercise all of the powers of the Corporation except such as are by law, or by Certificate of Incorporation, or by the bylaws, conferred upon, or reserved to, the members. The Board of Directors shall, at least thirty (30) days before each Annual Meeting of the membership, set the dues and life membership fees for the following year.

Section 2. Election and Term of Office. The members at large of the Board of Directors shall be elected at the Annual Meeting of the membership of the Corporation for a term of three (3) years each. The term office of one third (1/3) of the members at large shall expire at each Annual Meeting of the membership. All directors shall hold office until their successors are duly elected. Directors shall serve no more than two (2) consecutive three (3) year terms; this provision, however, shall not preclude a retired director from immediately continuous service as an officer, or from additional service as a director in the fulfillment of an unexpired term, or from election as a director a minimum of one year after the conclusion of any second consecutive three year term. All directors shall be, and remain during their term, members of the Club as defined in Article II.

Section 3. Vacancies. Vacancies in the Board of Directors may be filled until the next Annual Meeting of the membership by vote of the remaining directors.

Section 4. Regular Meetings. Regular meetings of the Board of Directors shall be held at the call of the president, or at such times and places and the Board of Directors shall, by resolution, appoint. No notice need be given of regular meetings of the Board of Directors held at the time and on the date as the Board of Directors may have appointed.

Section 5. Special Meetings. Special meetings of the Board of Directors may be called by the president, and shall be called by the president upon the written request of one third (1/3) of the directors stating the purpose of such meeting. Reasonable notice of each such meeting shall be given to each director by mail, telephone or personally.

Section 6. Waiver of Notice. No notice of a directors' meeting need be given to any director who attends such meeting in person or who waives such notice in writing executed and filed with the secretary of the Corporation either before or after such a meeting.

Section 7. Quorum and Voting. Eight (8) directors shall constitute a quorum, and the act of a majority of the directors present at any meeting shall be the act of the whole Board of Directors unless otherwise required by these bylaws, the Non-Stock Corporation Act of Connecticut, or the Certificate of Incorporation, provided that a majority of the directors present at any meeting, if less than a quorum, may adjourn the same from time to time without notice until a quorum shall be present.

Section 8. Compensation. Directors shall not receive any compensation for their services in such capacity, but may be reimbursed by the Corporation for their reasonable expenses and disbursements on behalf of the Corporation.

Section 9. Indemnification. The Corporation shall indemnify and save harmless each officer, director, or employee of the Corporation and their heirs, executors, or administrators against, and make reimbursement to them, for all reasonable cost, loss, expense, and/or liability incurred by any of them in connection with the defense or reasonable settlement in any action, suit, or proceeding in which they are made party by reason of their being, or having been, an officer, director, or employee of the Corporation, except in such instances where the Board of Directors shall find that (1) such officer, director, or employee acted in bad faith or was guilty of willful misconduct in the performance of duties on behalf of the Corporation; of (2) such indemnification and reimbursement would be contrary to public policy or the laws of the State of Connecticut.

## **Article VI. Committees.**

Section 1. Appointment and Duties. Committees shall be appointed by the president unless hereinafter provided in these bylaws. Committees shall perform such functions as

directed by the bylaws, president and/or Board of Directors, except that no committee shall perform any act reserved in these bylaws or the laws of the State of Connecticut to the directors or the members of the Club.

Section 2. Standing Committees. Standing committees shall be the: Alumni Schools; Community Relations; Development; Investment; Membership; Nominating; Program; Scholarship; and Yale Book Award Committees.

- a. The nominating committee shall be appointed by the Board of Directors within ninety (90) days following the annual meeting of the Club. The committee shall consist of five members, including the immediate past president, who shall serve as chairperson, and the next most immediate past president. If any past president is unable to serve, that position shall be filled by the next most immediate past president in terms of seniority. The remaining three (3) members shall be officers or directors of the Club, none of whom shall serve for more than three (3) years each.

The nominating committee shall present, at a meeting of the Board of Directors held within thirty (30) days immediately prior to the annual meeting of the membership nominations for the officers designated in Article IV, Section 1. The nominating committee shall present, at the annual meeting of the Club, nominations for members at large of the Board of Directors designated in Article V, Section 2..

The nominating committee shall present when requested, and /or as appropriate, nominations for such vacancies which may occur, or for such recognitions and awards as may be solicited of the Club.

- b. The scholarship committee shall consist of the president, treasurer, secretary – graduate and professional schools, the immediate past president, chairperson of the alumni schools committee, and three directors elected by the Board of Directors from its members. Membership on the scholarship committee shall run concurrently with a member’s service as an officer or director. Members of the scholarship committee shall have only one vote thereon regardless of the number of positions they simultaneously hold.

The scholarship committee shall serve as a conduit through which donors may contribute directly to current financial aid to students, to the permanent endowment fund, or to other programs which may be authorized by the Board of Directors.

Meetings of the scholarship committee shall be held at the written or oral call of the president or treasurer, notice of at least ten (10) days having been given. Five members shall constitute a quorum. A report of each meeting of the committee shall be made at the next meeting of the Board of Directors.

The scholarship committee shall recommend to the University, which shall retain the right of final decision, students to receive financial aid, and the amount thereof. Recommendations shall be based on a student's ability, character, and sense of moral, civic, and social responsibility.

Awards shall be given to undergraduate students attending Yale College and graduate and/or professional students attending Yale University who attended high school within the jurisdiction of the Club.

Section 3. Special Committees. Special committees shall be appointed by the president to perform such functions as appropriate and necessary. The appointment of a special committee shall cease with the end of the term of the president making the appointment.

## **Article VII. Financial.**

Section 1. Tax Exempt Status. The Club shall operate in such a manner as to qualify for tax deductions normally granted to charitable and educational organizations for sales, income, and other taxes. Publication of such tax-advantaged status, under current law, as it applies to Club operations, including, but not limited to solicitations, activities, and fundraising events, shall be made as deemed appropriate by the Board of Directors.

Section 2. Income. Income received by the Club may include, but is not limited to, annual dues, life membership fees, designated and undesignated contributions, event income in excess of expense, and designated and undesignated bequests.

- a. Dues. Annual membership dues shall be set by the Board of Directors in accordance with Article V, Section 1. The board may set various levels of dues based upon criteria of its own choosing.
- b. Life Membership Fees. Life membership fees shall be set by the Board of Directors in accordance with Article V, Section 1. The board may set various levels of dues based upon criteria of its own choosing.
- c. Contributions. The Club may solicit, in conjunction with requests for dues, or at other times, contributions for a specific purpose or for the general support of the Club. Contributions made for a specific purpose shall be so recorded and reported, and used for the purposes described within the solicitation.
- d. Event Income. Unless previously designated for a specific purpose by the board of directors, income in excess of expense derived from the operation of the events shall become part of the general funds of the Club.
- e. Bequests. The Club may solicit, in conjunction with requests for dues, or at other times, bequests for a specific purpose or for the general support of the Club. Bequests and income therefrom not specifically designated for any

purpose shall become a part of the permanent endowment fund as either a named scholarship or as part of the general endowment fund, unless an alternative use shall be approved by a 2/3 vote of the board of directors. Bequests made for a specific purpose shall be so recorded and reported, and used for the purposes designated by the donor so far as is possible unless doing so would violate public policy, regulations of the University, or the laws of the State of Connecticut.

Section 3. Investments. The property, assets, and funds of the Club may be invested in support of the purposes of the Club in such financial instruments, real estate, or personal property as may be approved by the Board of Directors.

Section 4. Endowment. The Club shall maintain a permanent endowment fund, with principal use of the income generated therefrom to be the financial support, while at Yale University, of those students recommended by the scholarship committee pursuant to Article VI, Section 2, subsection b.

#### **Article VIII. Amendment, Restrictions, and Repeal.**

Section 1. Amendments. These bylaws may be amended, repealed, or added to, and new bylaws not inconsistent with the purposes described in the Certificate of Incorporation or law may be adopted at any annual or special meeting of the members by the affirmative vote, in person or by proxy as herein provided, of a majority of the members entitled to vote, except as provided in Section 2 of this article. Any notice of a meeting of the members at which bylaws are to be amended, repealed, or added to, or new bylaws are to be adopted, shall include notice of such proposed action.

Section 2. Restrictions to Amendment. These bylaws shall not be altered or amended in such manner as to permit any member, officer, or employee of the Corporation to receive profit from the operations of this Corporation, except for reasonable compensation for services actually rendered to the Corporation in effecting one or more of its purposes, or to receive any part of the property or assets of the Corporation upon its dissolution or termination, or to permit any substantial part of the activities of the Corporation to consist of attempting to influence legislation, or of engaging in any political campaign for or against a candidate for public office.

Section 3. Repeal. Adoption of these bylaws on \_\_\_\_\_, 1997 simultaneously repeals all previously adopted bylaws.

## **Certificate of Incorporation (Non-Stock Corporation)**

We, the incorporators, certify that we hereby associate ourselves as a body politic and corporate under the Non-Stock Corporation Act of the State of Connecticut.

1. The name of the corporation is The Yale Club of New Haven, Incorporated.
2. The nature of the activities to be conducted, or the purpose to be promoted or carried out by the corporation, shall be exclusively charitable and educational 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, and shall include the following:

To uphold and promote the welfare of Yale University, of New Haven, Connecticut, (hereinafter called “the University”), as an educational institution, especially in the portion of the State of Connecticut commonly known as the Greater New Haven Area (hereinafter called “the Community”):

- a. By providing a medium through which Alumni of the University and residents of the Community may contribute to the welfare of the University:
  - b. By facilitating, initiating, and participating in programs and projects aimed at developing and maintaining mutual understanding among the University, its Alumni and residents of the Community:
  - c. By participating in the raising of funds in order to establish scholarships or aid and loan funds for the benefit of students attending the University, the sole responsibility for the final selection of the recipients of such scholarships or loans and the determination of the amounts awarded to be in the University:
  - d. By participating in the raising of funds for the benefit of the University and promoting the donation of gifts and endowments to the University:
  - e. By encouraging the enrollment of qualified students in the University:
  - f. By performing public relations work in behalf of the University: and
  - g. By facilitating, initiating, and participating in programs and projects aimed at maintaining and fostering a continuing interest in and material and moral support for the University on the part of its Alumni and residents of the Community.
3. The classes, rights, privileges, qualifications, obligations, and the manner of election or appointment of members are as follows:

The voting members of this corporation shall consist of the existing Regular Members of the Yale Club of New Haven, an unincorporated association, and thereafter such persons as may become Regular Members in accordance with the Bylaws of the corporation and who retain their membership in good standing according to the provisions of the Bylaws of the corporation. If at any time there shall be no members remaining, the corporation’s existence shall be terminated in accordance with law, and its property and assets distributed as provided for in the following Paragraph 7 of this Certificate. The Regular Members shall elect the Board of Directors as provided for in the Bylaws and shall have all of the rights, privileges, and obligations usually or by law accorded to the members of a



non-stock, non-profit corporation and not reserved thereby or by the Bylaws to the Board of Directors of the corporation.

4. The corporation shall not have or issues shares of stock or pay dividends.
5. No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Paragraph 2 hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of this Certificate of Incorporation, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal Income Tax under Section 501-c-3 of the Internal Revenue Code of 1954 (or the corresponding provision of any future United State Internal Revenue Law), or (b) by a corporation, contributions to which are deductible under Section 170-c-2 of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law). This Certificate of Incorporation shall not be altered or amended in derogation of the foregoing provisions of this Article.
6. The Bylaws of the corporation may provide for the classification of Directors as to their term of office.
7. Upon the dissolution or termination of the existence of the corporation, all of its property and assets shall, after payment of lawful debts of the corporation and expenses of its dissolution or termination, be delivered, conveyed, and paid over to Yale University, New Haven, Connecticut.

Dated at New Haven, Connecticut, this \_\_\_\_\_ day of \_\_\_\_\_ 1969  
\_\_\_\_\_  
State of Connecticut  
County of New Haven