

# Suggested template for Yale Club bylaws

Bylaws are a set of rules that outline how a Yale Club is to be run. Bylaws are separate and different from articles of incorporation, which are the official formation documents a Yale Club would file with a state government to register as a recognized business or nonprofit organization. Many Yale Clubs, especially smaller ones, do not file articles of incorporation — especially if they’re not at the point of wanting to attain 501(c)(3) classification from the Internal Revenue Service — but every Yale Club, regardless of size, should have bylaws.

This bylaw template is provided by the Yale Alumni Association as a starting point for Yale Clubs who are looking to implement or update their bylaws. This template is a suggested design to help you avoid starting from scratch. Any set of bylaws you consider should be at least informally reviewed by a lawyer in your locality.

This bylaws template has been designed with Yale Clubs in the United States in mind, and would need to be modified for clubs elsewhere.

Placeholder abbreviations used in this document:

[YCFN] = Yale Club formal name

[CSN] = Club short name

[GEO] = Club’s geographical area, which is defined as zip codes or territories assigned to the [CSN] by the Yale Alumni Association

[OFF] = The civic office overseeing corporate governance in the club’s state

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**[YCFN]**

## **BYLAWS**

### **Article I: Name**

The name and title of this organization shall be [YCFN], also known as [CSN]. [CSN] shall be a not-for-profit corporation organized under the [name of incorporation code] of [entity, e.g. “the state of California”], created for charitable and educational purposes in the tradition of Yale University, hereinafter “Yale.”

*[Note: if your Yale Club is not incorporated as a registered organization in your state, the second sentence above is not needed.]*

## Article II: Office

*[Note: if your Yale Club is not incorporated as a registered organization in your state, this article is not needed.]*

[CSN] shall maintain a registered office and registered agent in accordance with [OFF]. The address of the current registered office, and the name of the current registered agent of [CSN], as filed with [OFF], may be changed by the Board of Directors.

## Article III: Mission, Purposes, Code of Conduct

**Section 1: Mission.** [CSN] is dedicated to the promotion of the welfare of Yale, the preservation of its traditions of excellence in education, community service, and the advancements of Yale's historically respected values in [GEO]. [CSN] seeks to advance those principles through an active and vigorous local alumni association.

**Section 2: Purposes.** The overall purpose of [CSN] shall be exclusively educational and charitable within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any subsequent tax laws of the United States. The purposes of [CSN] include those provided for in the Articles of Incorporation including, but not limited to, the following:

*[Note: if your Yale Club is not incorporated as a registered organization in your state, the above could simply read, "The purposes of [CSN] include, but are not limited to, the following:"]*

- To strengthen and support an engaged community of Yale alumni, parents and friends in [GEO];
- To encourage and facilitate the participation of alumni in the continuing life of Yale;
- To promote Yale in [GEO] and encourage the interest of qualified applicants to Yale, including to assist Yale in the recruitment thereof;
- To further the intellectual life of its members and enhance the sense of belonging and mutual assistance among members of the Yale community residing in [GEO];
- To sponsor and participate in service opportunities in [GEO];
- To give back to the [GEO] community in recognition of the privilege and responsibility that come with holding a Yale degree, as manifested in outreach initiatives to, social justice movements for, and pursuit of positive impacts on, communities in [GEO]; and
- To raise funds for charitable purposes, including the raising of scholarship funds for Yale students, contributions for a specific purpose or general support of [CSN] or Yale, and promoting the donation of gifts to Yale.

**Section 3: Code of conduct.** The [CSN] is committed to promoting and maintaining a strong sense

of community among alumni and in support of Yale. The [CSN] expects its officers and board to sponsor programs and activities that are inclusive, protect confidential information regarding alumni and students, refrain from engaging in or promoting commercial ventures or political activities, and at all times adhere to Yale's policies on non-discrimination and harassment.

## Article IV: Limitations and Restrictions

**Section 1: Use of income.** No part of the income or net earnings of the [CSN] shall inure to the benefit of, or be distributable to, its members, directors or officers; provided, however, that the payment of reasonable compensation for services rendered, reimbursement of expenses incurred in support of the [CSN's] business, and the making of distributions upon dissolution or final liquidation, as permitted by the laws of the United States and the state in which the CSN is located, shall not be deemed a distribution of income.

**Section 2: Political activities and free discourse.** No part of the activities of the [CSN] shall consist of the carrying on of propaganda, or otherwise attempting to influence legislation. The [CSN] shall neither participate nor intervene in any political campaign on behalf of any candidate for public office, nor shall it take a position on any issue raised in a political campaign for the purpose of aiding or opposing a candidate. This shall not constrain the [CSN] from supporting activities that promote discussion, debate, education, or awareness of social issues that impact the Yale community and the [GEO]. The [CSN] is committed to the principles of open discourse and supports intellectual diversity as essential for advancing critical inquiry of the kind for which Yale is well known.

**Section 3: Exempt activities.** The [CSN] shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(a) and Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any subsequent tax laws of the United States.

**Section 4: Diversity, equity and inclusion.** The [CSN] shall not discriminate by reason of race, creed, age, color, religion, national or ethnic origin, political belief, military/veteran status, sexual orientation, gender identity, or disability. The [CSN] shall seek to represent and foster the diversity of the Yale community in [GEO], and to reflect the Yale Alumni Association's principles of diversity, equity and inclusion in its activities and leadership. Diversity here refers to life history, culture, identity, worldview and ideas, among other aspects of human experience.

*[Note: The following sections (5 and 6) are not necessary unless the club is going to set itself up as a private foundation in the United States.]*

**Section 5: Distribution of income.** The [CSN] shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent tax laws of the United States.

**Section 6: Self-dealing.** Neither The [CSN], its members, directors or officers shall engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent tax laws of the United States.

## Article V: Membership

Any person who appears in Yale University's records with a current residential address within the [CSN]'s geographic territory, which is defined as zip codes or territories assigned to the [CSN] by the Yale Alumni Association, is automatically a Member of [CSN] if identified by the university as:

- a Yale alumnus or alumna, as defined by the constitution of the Yale Alumni Association;
- a current Yale student;
- the parent, spouse, or widow/widower of a Yale alumnus/a or Yale student;
- a current or former member of the Yale faculty; or
- the recipient of an honorary degree from Yale.

From time to time, the Board of Directors may also choose to confer honorary membership in the [CSN].

## Article VI: Board of Directors

**Section 1: General powers.** The affairs and funds of the [CSN] shall be managed by a Board of Directors.

**Section 2: Composition of the Board.** The Board of Directors shall consist of Regular Directors and Ex-officio Directors as follows:

**(a) Regular Directors** shall comprise the five (5) officer positions constituting the Executive Committee outlined in Article VII, Section 1 and a minimum of five (5) additional Directors. All Regular Directors shall be elected to the Board through the voting procedures stipulated in Article VI, Section 3.

**(b) Ex-officio Directors** shall have the same voting rights as Regular Directors, and may include:

- the immediate past President;
- the current Yale Alumni Association Delegate(s) from the [CSN];
- any Director(s) of the Yale Alumni Schools Committee(s) within the [CSN]'s geographic territory, as recognized by Yale's Office of Undergraduate Admissions;
- any local chapter Chair or President of any of Yale's graduate and professional school alumni associations; and
- any local chapter Chair or President recognized by the Yale Alumni Association of any Yale Shared Interest Group that sends delegates to the annual Yale Alumni

Association Assembly.

**Section 3: Election of Board.** The [CSN] shall hold elections for Regular Directors at each Annual Meeting, with each Annual Meeting scheduled as specified in Article IX, Section I. Members may nominate themselves or other members to be considered for service as Regular Directors.

**Section 4: Term of service as Regular Director.** All Regular Directors shall commence their terms immediately upon election and serve until the following year's Annual Meeting or until replaced by election, resignation, incapacity or removal.

**(a) Term limits.** Any Regular Director who has served on the Board of Directors for eight (8) consecutive years in any office must rotate off the Board of Directors for a minimum of two (2) years.

**(b) Vacancies.** The Board of Directors is empowered to fill any vacancy occurring in its Regular Directors by reason of death, resignation, incapacity or removal, and such person shall serve for the unexpired term of the Regular Director so replaced, unless a shorter term shall be designated by the Board of Directors.

**Section 5: Removal.** Any Regular or Ex-officio Director may be removed for good cause, by the vote of two-thirds (2/3) of the Directors present at any meeting of the Board of Directors, provided that notice of such proposed action be given to such Director and to each Director at least ten (10) days before the date of such meeting. The Director subject to removal shall have the opportunity to be heard at such meeting.

**Section 6: Appointment of committees.** The Board of Directors may appoint Standing Committees and/or Ad-Hoc Committees to address matters or organize activities that seem fitting.

**(a) Definitions:**

- **Standing Committees.** Standing Committees are ongoing groups responsible for critical [CSN] functions such as (but not limited to) fundraising, outreach, nominations, community relations, admissions assistance, and interviews. Standing Committees do not expire unless the Directors vote to dissolve them. Service on Standing Committees shall be limited to members of the [CSN].
- **Ad-Hoc Committees.** Ad-Hoc Committees are groups created for a specific purpose such as (but not limited to) events or timely initiatives. Ad-Hoc Committees are created with a specific expiration, either a calendar date or upon the completion of the project for which the Ad-Hoc Committee was purposed. An Ad-Hoc Committee dissolves immediately upon its expiration point and is not renewed. Service on Ad-Hoc Committees is open to members and non-members of the [CSN].

**(b) Creation of committees:** A Director may propose the creation of a Standing Committee or Ad-Hoc Committee at any regular or special meeting of the Board of Directors; and submit the proposal to a vote. The proposal must indicate the chair, number of seats (if applicable), timeline (if applicable), goals, and purpose of the Standing Committee or Ad-Hoc Committee. A majority of the Board of Directors must vote to affirm the creation of the Standing Committee or Ad-Hoc Committee. Nominations to these bodies may be made by

members of the [CSN] to the Board of Directors. The Directors shall vote on rosters of candidates to these bodies.

## Article VII: Officers

**Section 1: Titles and duties.** The officers of the [CSN], collectively known as the “Executive Committee,” shall include:

- **A President.** The President shall be the chief executive officer of the [CSN], and shall preside over both Annual Meetings and meetings of the Board of Directors. Subject to the direction of the Board of Directors, the President shall have general and active control of the business of the [CSN], and shall see that directives of the Board of Directors are executed.
- **A Vice President.** The Vice President shall serve in the absence or during the disability of the President and have all the powers and perform all the duties of the President. The Vice President shall also have responsibility for public relations, communications, and events coordination on behalf of the [CSN].
- **A Secretary.** The Secretary shall record and keep minutes of the meetings of the Board of Directors, and maintain the [CSN]’s Bylaws and Articles of Incorporation, if applicable.
- **A Treasurer.** The Treasurer shall be the principal accounting and financial officer of the [CSN].

**Section 2: Term of office.** Officers shall be elected annually for a term of one (1) year or until their successors are duly elected and qualified.

**Section 3: Term limits.** Subject to the overall term limits specified in Article VI, Section 4(a) for all Regular Directors, officers may serve up to three (3) consecutive years in any given position, after which they must rotate off said position for a minimum of two (2) years. Anyone who has served on the Executive Committee for six (6) consecutive years in any office must rotate off the Executive Committee for a minimum of two (2) years.

**Section 4: Removal.** Any officer may be removed for good cause, by the vote of two-thirds (2/3) of the Directors present at any meeting of the Board of Directors, provided that notice of such proposed action be given to such officer and to each Director at least ten (10) days before the date of such meeting. The officer subject to removal shall have the opportunity to be heard at such meeting.

**Section 5: Compensation.** Officers shall not receive any compensation for their services, but may be reimbursed for their reasonable expenses and disbursements on behalf of the [CSN].

**Section 6: Election.** Candidates for officer positions in the [CSN] may be nominated by [CSN] members. For elections subsequent to the initial year of formation, nominations must occur not fewer than thirty (30) days prior to the annual election of the Board of Directors. Candidates must submit a written statement expressing their qualifications and purpose in seeking an officer position not fewer than twenty-one (21) days prior to the annual election of the Board of Directors.

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During the annual election of the Board of Directors, nominees for officer positions will also be submitted to election by the members of the [CSN], with each member casting one vote for each officer position.

**Section 7: Eligibility.** To serve as an officer of the [CSN], candidates must have attended no fewer than fifty percent of all meetings of the [CSN] during the preceding calendar year, excluding closed meetings to which the candidate may have not been entitled to attend. To determine eligibility, the Secretary will be asked to provide a report on attendance at all meetings during the year prior to the annual election.

## Article VIII: Yale Alumni Association Representation

The Board of Directors shall elect representatives from the [CSN] to serve as Delegates to the Yale Alumni Association (YAA) Annual Assembly, each to serve such length of term as the Yale Alumni Association specifies. Delegates must be members of the [CSN] and, as specified by the Yale Alumni Association Constitution, must be degree-holding graduates from a Yale school.

## Article IX: Meetings

**Section 1: Annual Meeting.** The Board of Directors shall hold a regular Annual Election Meeting for the purpose of electing Regular Directors and for the transaction of such other business as may come before the members, pursuant to the processes stipulated in Article VI, Section 3, and Article VII, Section 7.

(a) The interval between Annual Meetings shall be no less than 340 days, and no more than 390 days.

(b) Annual Meetings shall be conducted in a public place, provided that notice of the election is disseminated to all known [CSN] Members at least fourteen (14) days prior to the election.

(c) All members of the [CSN] may vote in the Annual Meeting. The Board of Directors may determine whether members may vote electronically or by mail.

**Section 2: Regular meetings.** The Board of Directors shall meet at such time and place as may be designated by the President. Notice of any Board of Directors meeting shall be given to each Director at least five (5) days before the meeting date.

**Section 3: Quorum and voting.** One-half (½) of the Regular Directors (all regular members of the Board of Directors, including Officers) then in office shall constitute a quorum for the transaction of business at any meeting of the Board. The act of a majority of the Directors physically or virtually present (e.g. via internet or conference call) at a meeting at which a quorum exists shall constitute an act of the Board of Directors, unless otherwise stipulated by [the Articles of Incorporation or] these Bylaws. If less than a quorum is present, a majority of the Directors present may adjourn without further notice.

## Article X: Execution of Instruments

**Section 1: Contracts.** The Board of Directors, by majority vote, may authorize any officer to enter into any contract or execute any instrument on behalf of the [CSN]. Any contract involving an expenditure by the [CSN] in the amount of \$1,000 or more must be authorized by the Board of Directors. Any contract involving an expenditure by the [CSN] in an amount less than \$1,000 may be approved by the officers.

**Section 2: Checks and payments.** Except as otherwise specifically determined by the Board of Directors, all checks and payments of money shall be authorized by the Treasurer and by the President or Vice President. If the check or payment of money is a reimbursement to be made payable to the Treasurer, President or Vice President, the check or payment of money shall be authorized by two other officers.

## Article XI: Property Interests

**Section 1: Use of Income.** The [CSN] shall conduct its business without profit to itself or its members. The income of the [CSN] shall be held and used in the discretion of the Board of Directors, to carry out the purposes of the [CSN], and without profit to any member of the [CSN].

**Section 2: Distribution of assets on dissolution.** The [CSN] may dissolve and wind up its affairs in accordance with any applicable statute or if none upon vote of a two thirds (2/3) majority of the Board of Directors. Upon dissolution, the Board of Directors shall, after paying or making provisions for the payment of all liabilities, dispose of the [CSN] assets exclusively for use by Yale University.

## Article XII: Financial Sustainability and Support

The [CSN] may obtain financial support through a variety of means, which may include: voluntary contributions from members solicited through a yearly sponsorship drive, event fees, event sponsors, and in-kind donations from local businesses and entities. The [CSN] may also seek support from Yale for its activities. The [CSN] shall not seek financial support that would jeopardize its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any subsequent tax laws of the United States.

## Article XIII: Fiscal Year

The [CSN]'s fiscal year shall run from July 1 to June 30 of each year.

## **(Optional) Article XIV: Suits and Indemnification**

Any person made a party to any action, suit, or proceeding because he or she is or was a director or officer of the [CSN] shall be indemnified by [CSN] against any loss, cost, damage, or expense actually and necessarily incurred by him or her in connection with the defense or settlement of any such action, suit, or proceeding, pending or threatened, or in connection with any appeal therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such officer or director is liable for gross negligence or misconduct in the performance of his or her duties as an officer or director.

## **Article XV: Amendments**

**General Amendments.** The Board of Directors has the power to alter, amend or repeal the Bylaws. Such action may be taken by a two-thirds (2/3) vote of all the Directors present at any meeting. Notice of the proposed Bylaw amendments shall be provided to the Directors with the meeting notice. Any such amendment shall become effective immediately unless specified otherwise at the time of its adoption. The Bylaws may not contain any provisions for the regulation and management of the [CSN] that is inconsistent with law or the Articles of Incorporation.

## **Article XVI: Notice**

**General Notice.** Any notice provided for in these Bylaws may be made by U.S. Mail, in-person delivery, e-mail, or any other electronic or telephonic means.

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These bylaws were approved by the Board of Directors of [YCFN] on [date].

Signed: \_\_\_\_\_

Secretary, [YCFN]

Date: \_\_\_\_\_