

**CONSTITUTION AND BY-LAWS
THE ALUMNI ASSOCIATION
OF HUNTER COLLEGE
OF THE CITY UNIVERSITY OF NEW YORK**

Article I-Name

Section 1. This Association shall be known as the Alumni Association of Hunter College of the City University of New York.

Section 2. Any member or group of members who shall act or speak in the name of the Association must first obtain the approval of the Board of Directors.

Article II-Purpose

Section 1. The Association shall be organized and operated exclusively for educational and charitable purposes. No part of the net earnings of the Association shall inure to the benefit of any private member or individual. No substantial part of the activities of the Association shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Association shall not participate, or intervene (including the publishing or distributing of statements) in any political campaign on behalf of, or in opposition to, any candidate for public office.

Section 2. The basic purpose and objective of the Alumni Association shall be the advancement of the interests of Hunter College of the City University of New York, with which it is affiliated. To that end the Association shall devote its full efforts to promote the said interests and welfare of Hunter College, which it serves.

In addition to, and solely in the furtherance of such basic purposes and objectives, the Association shall foster a spirit of fraternity among graduates and former students of Hunter College, and promote other appropriate nonprofit activities, as are directed to further the interest and welfare of Hunter College.

Section 3. In the event of the dissolution of the association, all of the remaining assets and property of the association shall, after necessary expenses thereof, be distributed to the Scholarship and Welfare Fund of the Alumni Association of Hunter College under IRC Section 501 (C) 3. In the event that the Scholarship and Welfare Fund of the Alumni Association of Hunter College is no longer in existence, funds shall be distributed in accordance with corresponding provisions of any subsequent Federal tax laws, or to the Federal government, or state or local government for a public purpose subject to the approval of a Justice of the Supreme Court of the State of New York.

Section 4. Notwithstanding any other provisions of these articles, the association is organized exclusively for one or more of the purposes as specified in section 501 (C) 3 or corresponding provisions of any subsequent Federal tax laws.

Section 5. In any taxable year in which the association is a private foundation as described in IRC Section 509 (a), the association shall distribute its income for said period at such time and manner as is not subject to tax under IRC Section 4942, and the association shall not (a) engage in any act of self-dealing as defined in IRC 4941 (d), retain any excess business holdings as defined in IRC 4943 (c), (b) make any investments in such manner as to subject the association to tax under IRC 4944, or (c) make any taxable expenditures as defined in IRC Section 4945 (d) or corresponding provisions of any subsequent Federal tax laws.

Section 6: Proxy voting is prohibited in any and all elections and for any votes taken in meetings of the Association, the Board of Directors, or any committees. Absentee ballots are prohibited.

Article III-Membership

Section 1. The Association shall include within its membership all persons who have been granted degrees by Hunter College and all who were graduated before degrees were granted to persons in their category, or graduates of the CUNY BA/BS program whose home college is Hunter.

Section 2. Active members shall be all those who have attended, in person or by electronic means, at least three meetings of the Association, or of a duly constituted chapter of the Association, in the previous two years. Active members shall be entitled to attend and to participate in all meetings of the Association, to vote, to hold office, to receive the publications of the Association, and to benefit by such other privileges as may be accorded to them, subject, however, to such restrictions or qualifications in this Constitution and By-laws.

Section 3. Any person who has earned at least sixty credits in attendance at the College as a matriculated student, who is no longer in attendance, shall be eligible for associate membership. Any member of the teaching staff of the College, active or retired, who is not a graduate of the College, shall be eligible for associate membership.

Section 4. Associate members shall be entitled to attend and to participate in all meetings of the Association, but shall not be entitled to vote, to hold office, or to serve on the Board of Directors.

Section 5. The Board of Directors, by a two-thirds vote of the Board members present and voting, at a regular meeting of the Board, due notice having been given in the call, or at a meeting called for that purpose, may determine dues for any or all classes of membership.

Article IV-Officers and Administrative Committee

Section 1. The officers of the Association shall be: Immediate Past President, President and President-Elect; First, Second, Third, and Fourth Vice Presidents; a Secretary and an Assistant Secretary; a Treasurer and an Assistant Treasurer, elected as hereinafter provided. The term of office for officers shall be one year.

No officer shall hold more than one office at any one time, and officers shall be eligible for three complete consecutive terms in the same office. Only active members of the Association may be elected to office.

Section 2. The Immediate Past President, President and President-Elect of the Association, the four Vice Presidents, the Secretary, the Assistant Secretary, the Treasurer and the Assistant Treasurer shall serve as an Administrative Committee between meetings of the Board of Directors. This committee shall elect its own secretary, who shall keep a record of attendance and of voting in the minutes.

Section 3. The quorum for the Administrative Committee shall be six members.

Section 4. At each meeting of the Board of Directors, the Administrative Committee shall report for the approval of the Board on all actions taken by them since the last meeting of the Board of Directors.

Section 5. The President of the Association shall preside at all meetings of the Association, of the Board of Directors, and of the Administrative Committee.

With the advice of the Administrative Committee, the President shall enforce due observance of the Constitution and By-laws. The President, together with the Treasurer, shall sign all contracts of the Association, which have been provided for in the Budget and approved by the Board of Directors. The President, together with the Treasurer, shall sign checks of the Association. In the absence of either of these officers, the second signature shall be that of the First Vice President or the Assistant Treasurer. In the absence of both the President and the Treasurer, checks shall be signed by the President-Elect and the Assistant Treasurer. The President, or the Immediate Past President, President-Elect or a Vice President designated by the President, shall be an ex officio member of all standing committees, except the Nominating Committee. The President shall appoint such special committees as are deemed necessary.

Section 6. The President-Elect, followed by the Vice Presidents, in the order of their priority, shall assume such duties as designated by the President as well as perform all duties of the President in the case of his/her absence or disability.

Section 7. The Vice Presidents shall carry out the following responsibilities, subject to approval or revision by the President:

The First Vice President shall serve as Co-Chair of Class Reunions, with responsibility for organizing the Annual Birthday Luncheon.

The Second Vice President shall serve as Co-Chair of Class Reunions, with responsibility for organizing classes.

The Third Vice President shall serve as Chair of Membership.

The Fourth Vice President shall serve as Chair of Communications.

Section 8. The Treasurer shall be chief financial officer of the Association. Together, with the President, the Treasurer shall sign all checks for the Association. The Treasurer shall have custody of the funds of the Association – other than those endowments, trust funds, and trust

securities, which are entrusted to the Investments Committee – and shall cause the funds to be received and disbursed in accordance with the directions of the Board of Directors or of the duly authorized officers of committees of the Association. The Treasurer will prepare financial reports for the accountant in order to file annual tax returns. The Treasurer shall cause to be kept books and accounts reflecting all receipts and disbursements, and regularly report to the Board, at each of their regular meetings, all such accounting involving the finances of the Association. The Treasurer will also report on the profit/loss for the Fall Luncheon and Annual Birthday Luncheon as well as interacting with the College regarding the Association’s annual budget and expenses paid for and/or assumed by the College. The Treasurer will make sure deposits are made in a timely fashion and so recorded. The Treasurer will collect and keep records of the Sunshine Fund.

Section 9. The Assistant Treasurer shall assist the Treasurer in all the duties of that office. The Assistant Treasurer shall be a member of the Investments Committee. The Assistant Treasurer will cause the timely deposits of all receivables and assist in the keeping of the financial records as deemed necessary by the Treasurer. In the absence or disability of the Treasurer, the Assistant Treasurer shall perform the duties of the Treasurer.

Section 10. The Secretary shall take minutes at all meetings of the Board of Directors and see to their timely distribution to all members of the Board; maintain accurate records of attendance at all meetings of the Board of Directors; maintain a current list of all directors and officers of the Board, the Nominating Committee and the Hall of Fame Committee and see to their timely distribution to all members of the Board; convene the Nominating Committee’s first meeting in the fall of the year; insure, in conjunction with the chair of the Archives Committee, that hard copies of all minutes of the Association are deposited in the Alumni Association files in the Hunter College Archives; serve as administrator, along with designated members of the Communications Committee, of all email listservs used by the Association.

Section 11. The Assistant Secretary shall take minutes at all meetings of the Association and see to their timely distribution to members of the Association; maintain accurate records of attendance at all meetings of the Association; collect and maintain contact information for active Association Members and perform all duties of the secretary in the secretary’s absence or disability.

Section 12. When the Presidency falls vacant, the President-Elect shall succeed. The President-Elect position may be filled by the Board or shall remain vacant for the remainder of the term. If the First, Second, Third or Fourth Vice President positions become vacant, the Board shall elect another Vice President. If the office of the Secretary or the Treasurer becomes vacant, the appropriate assistant officer shall fill the vacancy, and the Board shall elect another assistant officer. Should one of the assistant offices become vacant, the Board shall elect another assistant. Any of these vacancies shall be filled until the time of the next regular election for that office, by a majority vote of the Board members present and voting, at a regular meeting of the Board, due notice having been given in the call, or at a meeting called for that purpose.

Article V-Board of Directors

Section 1. The affairs of the Association shall be entrusted to a Board of Directors, composed of

the eleven officers, of twenty-one directors elected as hereinafter provided, of all past Presidents of the Association elected as hereinafter provided, and of a parliamentarian appointed by the President of the Association who shall be a non-voting member of the Board of Directors.

Section 2. The term of office for directors shall be three years. No director shall be eligible for two complete consecutive terms. Service as a director of more than a year and a half shall be considered service for a complete term. A director who has completed a full term on May 31 of a given year may be re-elected to office after an interval of a full year. Only active members, as defined herein, may be elected to the Board of Directors.

Section 3. The Board of Directors shall meet at least five times annually, in October, November, January, March, and May.

Section 4. The Board of Directors shall have the sole power to initiate policy.

Section 5. The Board of Directors shall have the sole responsibility for the Association's finances, including the Association's operating budget, and for those funds entrusted to it by bequest.

Section 6. The Board of Directors shall approve all contracts entered into for the Association prior to the signing of these contracts by the President and the Treasurer of the Association or by any person acting for the President and Treasurer of the Association.

Section 7. The Board of Directors shall receive an accounting from the Investments Committee at each regular meeting of the Board.

Section 8. The Board of Directors shall receive a budget (the money received by the Association from the College to be used for general operating expenses) report from the Treasurer at each regular meeting of the Board.

Section 9. Special meetings of the Board of Directors may be called by the President of the Association. At the request of ten members of the Board of Directors, the President shall call a special meeting.

Section 10. Fourteen members, not including past Presidents, shall constitute a quorum of the Board of Directors.

Section 11. Board meetings shall be limited to Board members. The Board, through the President, may invite chairs of committees or any other members of the Association to attend specific meetings.

Section 12. The President may invite a representative of the Scholarship and Welfare Fund to attend Board meetings to effect liaison between the Alumni Association and the Scholarship and Welfare Fund.

Section 13. Absence without acceptable excuse from three regular meetings of the Board within a fiscal year may be deemed a resignation from the Board. The Board shall have the power to

suspend this provision by a two-thirds vote of those present and voting, due notice having been given in the call. Any vacancy so occasioned shall be filled by the Board as hereinafter provided.

Section 14. Members of the Board who have been dropped because of absence shall not be eligible for renomination to the Board at the next regular election.

Section 15. Vacancies occurring on the Board of Directors shall be filled until the time of the next regular election for those posts, by a majority vote of the Board members present and voting, at a regular meeting of the Board, due notice having been given in the call, or at a meeting called for that purpose.

Article VI-Meetings of the Association

Section 1. There shall be a least three meetings of the Association annually.

Section 2. Notice of every meeting shall be communicated to every active member at least ten days in advance of the meeting.

Section 3. The Association shall have its first meeting of the year in the fall.

Section 4. The Association shall meet in January to elect members of the Nominating Committee and for the conduct of such other business as may be appropriate.

Section 5. The Association shall hold its annual meeting in May for the purpose of electing Directors and, in the appropriate years, officers; for the hearing of any annual reports which may come before such a body; and for the conduct of such other business as may be appropriate.

Section 6. Special meetings of the Association may be called by the President.

Section 7. At the request of twenty active members, a special meeting shall be called by the President.

Section 8. Thirty active members of the Association shall constitute a quorum.

Article VII-Election of Officers and Board of Directors

Section 1. The officers of the Association shall be elected every year. Elections shall take place at the annual meeting in May. The new officers shall be installed at the close of the annual meeting and shall take office on the first day of June.

Section 2. One-third of the members of the members of the Board of Directors shall be elected each year. The election shall take place at the annual meeting in May. Past Presidents who have indicated their desire to serve shall be elected to the Board at the annual meeting that marks the

end of their term of Presidential office. The new Directors shall be installed at the close of the annual meeting and shall take office on the first day of June.

Section 3. Candidates for office or for membership on the Board of Directors shall have been active members of the Association for at least two years prior to their election, the second year being the one in which their election takes place.

Section 4. Associate members are not eligible to hold office.

Article VIII-Standing and Special Committees

Section 1. There shall be the following standing committees of the Association: Alumni chapters and Affiliated Groups, Archives, Class Reunions, Hall of Fame, Investments, Nominating, Communications, and Constitution and By-laws Committee.

Section 2. There shall be such special committees of the Association as the President of the Association deems appropriate.

Section 3. These committees shall be appointed by the President of the Association with the advice of the Administrative Committee, except where these By-laws make other provision for their selection.

Section 4. Where the President has not named the chair of a committee, that committee shall itself select one of its number to serve as chair. Any necessary replacements on committees shall be made by the President.

Section 5. A duty of each committee shall be to carry out policy as formulated by the Board of Directors. No committee may initiate action on a policy or a project until the Board of Directors has given its approval by vote.

Section 6. Each committee shall regularly apprise the President of its activities.

Section 7. Each committee shall present reports to the Board of Directors and to the Association, and shall prepare a written report to be filed with the Secretary of the Association at the annual meeting in May.

Section 8. The Committee on Alumni Chapters and Affiliated Groups shall assist in the formation of chapters and affiliated groups and in the promotion of chapter growth. The Committee shall recommend recognition of a newly formed chapter or group to the Board of Directors, and shall receive and file the annual reports of the activities and finances of the chapters and groups.

Section 9. The Archives Committee shall serve as liaison between the Association and the College with respect to all memorabilia.

Section 10. The Committee on Class Reunions shall assist in the organizing of classes.

Section 11. The Hall of Fame Committee shall make recommendations to the Board of Directors for the granting of appropriate awards and citations to graduates of the College, in recognition of distinguished service or of distinguished achievement.

Section 12. The Investments Committee shall be composed of at least seven members, including the President, the Immediate Past President, the first Vice President, the Treasurer, and the Assistant Treasurer of the Association, plus a chair and at least two members experienced in the field of finance, who shall be appointed by the President.

The Investments Committee, acting in conformity with policies set by the Board of Directors of the Association, shall be charged with the custody and control of all trust funds, trust securities, and trust properties of the Association. The Investments Committee shall have full power and authority to sell and dispose of all funds and securities and trust properties that may come into its hands for the Association, and to invest and reinvest the proceeds thereof in such securities as are legal for trust funds under the laws of the State of New York.

The President of the Association and other duly designated officers shall have full authority, when they are empowered by resolution of the Investments Committee, to sign any and all transfers, instruments, and papers that may be necessary or required to effect the resolution of the Committee. In the absence of the President, this authority shall be exercised by the Treasurer and the Assistant Treasurer. Such power and authority shall be exercised by the Investments Committee by a vote of not less than a majority of the entire Committee.

The Investments Committee shall periodically review the investments of the Association. The Treasurer shall report to the Investments Committee whenever funds are available for investment.

Records of all purchases and sales shall be filed promptly with the Treasurer of the Association. The Investments Committee shall report promptly to the Board of Directors, or to the Administrative Committee, any changes in the portfolio of the Association.

Section 13. The Nominating Committee shall consist of nine members and three alternates. Two members and an alternate shall be elected at the January meeting of the Association. The President shall name the remaining member of the committee at the May meeting of the Association. Alternates may attend all committee meetings and take part in all discussions, but may vote only in the absence of a member.

Candidates for the Nominating Committee shall have been active members of the Association for two years preceding their election and shall have expressed their willingness to serve.

The names of the members of the Nominating Committee shall be published immediately following their election.

Vacancies on the Nominating Committee due to resignation of an elected member or an alternate shall be filled by election at the January meeting of the Association. This election shall be distinct from the regular election for members of the committee and shall be for the remainder of the term of the resigned member or alternate.

A vacancy on the Nominating Committee due to the resignation of a member appointed by the President shall be filled by the President when the vacancy occurs for the remainder of the term of the appointed member.

The Secretary of the Association shall call the first meeting of the Nominating Committee, at which time the committee shall elect its own chair and meet at the discretion of that chair. They shall invite all active members of the Association to send suggestions for nominees for any and all offices to be filled in the coming year, together with the qualifications of these nominees to the chair of the committee by November 15. In addition, the committee shall throughout the year seek out among the active members of the Association, nominees for the Board of Directors, and, in the appropriate years, the slate of candidates for officers. In selecting candidates for the Board of Directors, the Nominating Committee shall try to provide a representation that shall cover a diversity of years.

At the meeting of the Association in January, the Nominating Committee shall inform the Association of the names of candidates for all posts that are to be filled at the ensuing election in May, their qualifications and the assurance that each candidate is willing to serve, if elected. The list of candidates shall be sent to all active members of the Association at least eight weeks prior to the annual meeting in May.

Nominations other than those made by the Nominating Committee may be presented by sending to the chair of the Nominating Committee, at least four weeks in advance of the annual meeting, a petition, signed by at least fifty active members of the Association who are not employed by the College, containing the names of the proposed candidates, together with a statement of the office or directorship for which the persons are being nominated, and the assurance that each candidate is willing to serve, if elected. These names shall be added to the regular ballot prepared by the Nominating Committee with any recommendations the Nominating Committee may choose to make.

If no contested nominations have been presented, the election may be effected by the presiding officer's instructions to the secretary, on the motion of the assembly, to cast a single ballot. When more than one nominee for any post is presented to the Association, determination of the contested election shall be by ballot.

Section 14. The Communications Committee shall serve as liaison between the Association and the college and, when the opportunity arises, shall review publications and electronic communications of the college in relation to alumni. The Communications Committee shall also coordinate all communications by the Board to the Association membership, via traditional and electronic media.

Section 15. The Committee on Membership shall recruit and retain active membership by such strategies as planning alumni activities (live and virtual) outside of regular Association meetings. The Committee will work with the Committee on Communications and other groups to increase active involvement of alumni in the work of the Association.

Section 16. The Committee on the Constitution and By-laws shall receive recommendations for

revision of the Association's Constitution and By-laws and shall regularly report these, as well as its own, recommendations to the Association for consideration.

Article IX-Chapters and Affiliated Groups

Section 1. Chapters shall be comprised of duly organized active members of the Association. The purposes of all chapters shall be the same as those of the Association. Chapters shall submit to the Chair of the Committee on Chapters copies of any By-laws they may adopt and of any amendments thereto. They shall also send to the Chair of the Committee on Chapters annual reports of their activities and finances, and copies of any publications they may issue.

Section 2. The Alumni Association shall authorize the existence of affiliated groups of active members organized for the purpose of pursuing their common interests, in keeping with the interests of the Association, as defined in Section 1 of Article II.

Section 3. Chapters shall clear the dates for their functions with the Alumni Office.

Section 4. At the end of each fiscal year, each Chapter shall file a complete roster of its members, together with its financial report, with the Chair of Alumni Chapters. The Chair, in turn, shall make a complete report on the finances of all Chapters to the Treasurer of the Association.

Article X-Executive Director of Alumni Affairs and Office Staff

Section 1. The Executive Director of Alumni Affairs, with an office staff, as provided by the College with approval of the Administrative Committee, shall facilitate the activities of the Association by attending meetings, when requested, by assisting officers and committees, by directing staff, and by undertaking such other duties as the President may request.

Article XI-Seals and Insignia

Section 1. The seal of the Association shall be not more than two inches in diameter. The design shall be: within an outer, beaded rim, and outside a beaded circle, the legend "The Alumni Association of Hunter College of the City University of New York." In the center of the field, the word "Seal," flanked on each side by a five-pointed star above the date "1872"; surmounting the word "Seal," the word "Corporate," and below the date "1872," the words "New York."

Section 2. The insignia of the Association shall be a gold ivy leaf overlaid with, green enamel, three-quarters of an inch in height and width, showing a gold edge and a gold stem to the leaf.

Section 3. Any member shall have the right to wear the insignia of the Association.

Article XII-Parliamentary Authority

Section 1. The rules contained in Robert's Rules of Order Revised, latest edition, shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with the Constitution and By-laws or any special rules of procedure of this Association.

Section 2. There shall be a parliamentarian appointed by the President of the Association with the approval of the Board of Directors. The parliamentarian shall have been an active member of the Association. The parliamentarian shall be a non-voting member of the Board of Directors.

Section 3. It shall be the duty of the parliamentarian to advise the presiding officer on points of parliamentary law and to give similar advice to the Association and to the Board of Directors, when they request it.

Article XIII-Amendments

Section 1. This Constitution and By-laws may be amended at the annual meeting of the Association, or at any Association meeting, provided that the proposed amendment(s) together with a statement signed by the President of the Association, or by fifty active member of the Association, together with the call to the meeting, shall have been sent to each active member of the Association at least ten days in advance of the meeting. A majority vote of the active members present and voting, a quorum being present, shall be necessary for the adoption of an amendment.

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