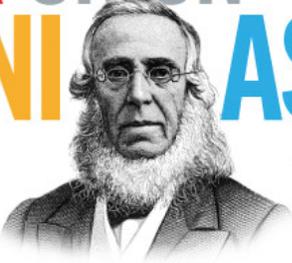


THE COOPER UNION ALUMNI ASSOCIATION



September 21, 2016 CUAU Council Meeting

6:30 – 8:30PM –MEETING MINUTES – Approved by Council on November 17, 2016

The meeting was called to order at 6:46. The list of attendees follows the text of these minutes.

Welcome and Introduction – President Nils Folke Anderson noted that the Council held an informal retreat, convened by Mark Vasquez, and that results will be presented at a future meeting. He also introduced the orientation session as an annual session and opportunity to get to know committees and find a way to work directly for the CUAU. Nils indicated that we are in a process of healing and rebuilding, conducting self-study, drafting an up-to-date operational handbook for distribution that will outline detailed perspective of responsibilities and opportunities. He stated that it is essential that everyone working within the CUAU is active and persistent, with clear communication and involvement. Nils requested that council members Insist on being engaged - alumni represent abundant resources and we must tap into them to get back to free. The council has a goal of 100% participation on committees within the council. As an example, an exercise from the retreat asked us to recall a moment when we felt particularly like we have made a difference, within Cooper Union or otherwise. Nils invited us to imagine what those moments this year could be, and to think about what committees you can serve on from that perspective.

Introduction to David Minder, Cooper Union

David Minder introduced himself and provided an overview of his role at Cooper Union: Director of Engagement, where he and his team work on alumni communications, events that alumni are invited to, the annual fund, and other activities. The Council and the Cooper Union is hosting a mixer on September 27 to meet each other and learn how we can work together moving forward. David also expressed his focus on different ways for alumni to get involved and indicated that he has developed a draft document around those who would like to volunteer with regional reps, class reps, and affinity groups. This outlines networking opportunities, event coordination opportunities, and fundraising opportunities.

David also highlighted a few upcoming event, including a hackathon on Sat. September 24, where student planners have indicated particularly that they would like to meet with young alumni and software engineers. September 27 is the CUAU-Alumni Office Mixer. September 28 is the Formula SAE

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Motorsports event where alums are invited in to see the car. October 12 is Mock Interview night, and this year it is open to all alumni, not just focused on engineers and engineering students, and David is looking for volunteers to help advise students. Alumni Ambassador program will be relaunched for the 2nd year and provides alumni an opportunity to travel into local high schools and provide a perspective on attending Cooper Union during student recruitment. Long term the program plans to develop into a mentorship program. There is a Fall Phoneathon scheduled as well, to be hosted in the Alumni Affairs Office on October 26 and October 27. David distributed a sign-up sheet for this event and invited people to also indicate if they would like additional information on other programs. David indicated that there is a new leadership giving society to recognize those who donate annually at the \$1000 + level. There are some benefits offered to those donors as a show of appreciation.

Darrell Low noted that CU on Wall Street is scheduled for October 6th, and David indicated that this event is a networking event to grow the group, and new members are invited to attend. The information about the event is listed on the support.cooper.edu

Orientation:

Committee Chairs introduced themselves and their committees to the council:

- Communications - Ciera Lowe identified the short term goals to pursue a policies and procedures book / handbook, monthly newsletters with request for content support, website maintenance and calendar updates. Also she suggested that she is still looking for co-chair to handle internal communications such as supporting meetings and sending out information to the council.
- Student Faculty student liaison - Margaret Matz noted that this is a fun committee where you are able to interact with faculty and students. Mina Greenstein is the co-chair and addresses the art school, working with a group of three people. Margaret noted that the engineering school has one academic committee now but the number of committees will grow as the contracts are finalized. Arch has 4 committees, one of which has an alumni representative. The Arch school has indicated that the CUAA must vote on who the reps are to their committee. Margaret indicated that the committee work is very rewarding and allows an opportunity to work directly with faculty and students.
- Events - Laura Spinner presented on behalf of Kelly Occhiuzzo Zack (VP) and Alexis Lenza (chair). Laura requested volunteers for individual events chairs, with an opportunity to help out on other events as well. She distributed a list of events and requested anyone interested to initial and provide contact information so they can be contacted for chair positions. Most events require communications coordination and attendance on the day of, and the events chairs will be supported by the events team with experience across all types of events to help coordinate and structure. In particular, Laura indicated that the block party and awards ceremony particularly require events chairs to be successful, as they are larger events and require more work and coordination.
- Membership - Ling Chang and Jim Liubicich co-chairs of the committee. Fundamental tasks are going to be developing and maintaining the database in preparation for elections in Spring 2017, and find a way to coordinate with the Cooper Union alumni database as well. Jim also noted that

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the membership committee is the connective tissue for the organization. The committee was started to collect interested alumni volunteers and connect them to where they are best interested and able to help. Nils reiterated that the database project is vital. Currently we have 13,000 living alumni and 6,500 emails, and improving that contact ability will have a huge impact on the school. Regional work is also a major priority for CUAA and the school, and a great opportunity for council members who may not live in the area.

- Award committees - Ed Abaid spoke on behalf of Mary Lynch for the Peter Cooper Service Award. Mary anticipates 3 meetings/year and an awardee and alternate selected by Early December. Joining the committee means a good deal to read in October and November but only a few meetings. Ed is chair of Gano Dunn. He also indicated that there are a couple of meetings to review candidates and submittals and suggested the committee timeframe will be similar to the Peter Cooper award committee, perhaps operating further into the year. Hejduk and St Gaudens award committee chairs have termed out, Nils noted he is presenting new chair to executive committee for approval.
- Karina Tipton requested a volunteer for meetings technology and suggested that if you are a person who would like to volunteer several times during the year but not necessarily join a committee, this would be an excellent opportunity.
- Annual Fund - Carol Wolf had a prior commitment but provided a summary for report to the committee: Last year, we had 20% growth in alumni participation. Total Annual Fund donations last year (from the entire community) exceeded \$2.5 million. We want to build on that foundation of growth this year...there is no path back to free that doesn't involve a robust culture of giving. The committee is looking for a few interested people with ideas for fundraising. We also want to help the Alumni Affairs and Development Office by providing volunteers for their phonathon. Two evenings in the office, and we need up to 15 people per evening. David has sign-up sheets. Last, Council members are encouraged to support the Annual Fund by giving, and by encouraging their Cooper colleagues to give.
- Alumni Ambassadors Program - Kelly Smolar is a key contact for this program for those who might be interested in becoming involved.
- Constitution / 501(c)3 committees - Jim Liubicichis chair of these committees, which has been combined under the auspices of constitution committee.
- Nils indicated that he is looking for volunteers for Election, Meet the Candidates.
- Teller's committee is chaired by Athena DeNivo and Nils noted that this is a committee with a clear scope of work with a few days of work to support the counting of votes.

How to be a council rep Q&A:

- Karina noted the primary responsibility is to show up - try to do so in person, the technology is there to facilitate remote attendance from out of town but it's imperfect at frustrating to use.
- A Quorum of 19 people is required.
- There are many opportunities to hold different roles - try different committees and see which you appreciate the most. Also, the council is recommended to determine what kind of engagement you can afford in terms of time commitment.

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- Question - what are the primary issues and what will we be voting on during the year? – Nils stated that last year we voted to pursue a 501c3, which required a new constitution and bylaws, as well as amended certificate of incorporation. This year the important question of what it means to be a 501c3, what our priorities are, and how it will impact our relationship with the school will be discussed. This will include addressing the current and out-dated MOA with the school, and Nils plans to develop a plan to proceed with the school. This will be a topic at council meetings. Also - note that Cooper Union welcomes a new president (Laura Sparks) as of January 1 2017. Nils had an opportunity to meet her at the recent board meeting. Council agenda will be to facilitate opportunity for alumni to meet the new president. Another priority this year is to increase annual fund participation significantly again. Nils would like this year to embark on a new level of alumni participation. The Council will also finalize a handbook and self-study with development of operational manual to identify scope of each position and when it needs to be accomplished by.
- Question for clarification on the operations manual, and how it will be completed while the relationship with the school is still being finalized. Nils described an iterative process where adjustments can be made to any operational guidelines, and would like to move forward with a MOA, that reflects our history and our intentions moving forward.
- Question - What are the metrics for having a successful year? Several metrics listed, including 100% participation council reps on committees, 100% participation of council reps in giving, notable increase in \$ raised and alumni participation, a successful election with full alumni participation, better communication between council and alumni, particularly meeting minutes, attendance at council meetings and participation (i.e. quorums).
- Question – What is the process is to engage a greater community on these issues - and should we start with establishing a mission - and who defines, and how do we engage with the larger community. Pavel noted that CUAA has operations that support the mission, supported by committees. His goal is to outline and streamline the operations so that the committee can focus during the year on the important discussion around engagement, our mission, etc.
- Additional discussion was held, including how to describe council activities in terms of the mission, How our 501c3 may impact our relationship with both school and alumni, and other topics including potential to survey the alumni - with alumni office or independently - to see what alumni will respond to and why they do or do not participate. On the last point, Ciera provided some background on past surveys to the alumni and invited the council to the communications committee meeting on November 4. The desire for a clear restart and path forward as an institution was stated.
- The council discussed engagement, which was one of the primary discussion topics of the retreat, with statements that the process has a long way to go in order to fully engage with council and with alumni, and also statements from council member's experiences with other non-profit organizations outlining how complex the question is, and how this is an issue faced by many institutions.

Events Schedule – distributed as attached to these meeting minutes.

AT THIS TIME, QUORUM CONFIRMED AS SHOWN ON ATTACHED ATTENDEES LIST.

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Nils presented Rachel Appel who has agreed to facilitate discussions during discussion of motions, in accordance with our bylaws and Roberts Rules.

Treasurer presents for council approval FY2017 Budget

Karina presented the budget, attached, for council discussion and review. She indicated that as per discussions with the Cooper Union, this budget had been previously presented to council in June 2016 and voted upon but we need to vote on the budget at this time in accordance with our constitution and by-laws. Karina moved that the council vote to approve the budget as required by the constitution at the September meeting and as presented tonight. The council presented a question related to how the expenses and income were described on the budget summary sheet, and Karina explained the format. The council presented a question for clarification if we have any prudent margin included in the budget, and Karina discussed the budgetary process as it proceeded in 2016 which included outreach to committee chairs to determine the budget required, and stated that there are little additional funds expected to be remaining in the budget after FY2017 activities are concluded. The motion was seconded and unanimously passed by vote of council.

Review and vote on by-laws

Ciera presented a motion that the council vote to accept the bylaws as approved and presented by the executive committee and constitution committee. This was seconded and discussion:

- The bylaws are presented as an outcome of the constitution process
- Propose an amendment to clarify the gender - some places where he, some where it is he/she. Ciera accepts as a friendly amendment and it was seconded for discussion.
- As modified by the amendment to make all pronouns gender neutral and consistent, no votes against, the motion passes unanimously.

Review and vote on Certificate of Incorporation

Jim Liubicich presented a motion that the council approve amendment of the certificate of amendment of the certificate of incorporation of the CUAA incorporated under 803 of the Not-for-Profit corporation law as distributed to be filed with the New York Department of State. This was seconded and discussion was held:

- There was a request to strike the word religious: " Section II (9) To ensure that in the event of liquidation, dissolution, or winding up of the Corporation, whether voluntary, involuntary, or by the operation of law, the property or other assets of the Corporation remaining after the payment, satisfaction, and discharge of liabilities or obligations, shall be distributed entirely to any corporation, community chest, fund, foundation, agency, institution, or other entity which is (or between or among two or more of such entities, each of which is organized and operated exclusively for, and devoted to the realization of, charitable, scientific, **religious**, or educational purposes, and is exempt from Federal income taxation as an organization described in Section 501(c)(3) of the Code, subject to the order of the Supreme Court as and when provided by law. No

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individual shall have any right, title, or interest in or to any of the remaining assets of the Corporation;"

- Motion to amend the motion on the floor: to approve with the removal of the word "religious" in Section II(9). Seconded, and lively discussion ensued. Arguments against and for were discussed by the group.
- Motion was made to strike charitable and religious from the document. Query on intent, and discussion on other places where the word "charitable" is used in the document, including as a description of the current organization. The fact that we are a charitable organization however doesn't indicate an obligation for where the funds would be dispersed.
- The motion was amendment to remove religious was held for vote and passed with four votes against, 14 votes for, and 1 abstention.

Nils moves to adjourn the meeting, seconded and passed.

Karina reminded the Council on adjournment to give her their signed conflict of interest policy documents.

Meeting Minutes prepared by Karina Tipton, Secretary / Treasurer, and presented for council approval.

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MEETING WAS ATTENDED BY:

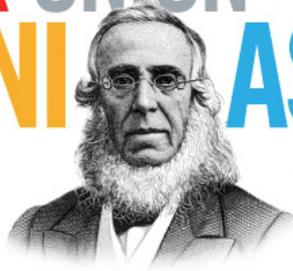
2017 Council		2018 Council		2019 Council	
Mary K. Lynch ChE'82		Bhaskar Krishnamachari EE'98		Christina Aguirre-Ross AR'81	
Kay Nordstrom ME'77	X	Ciera Lowe ChE'14	X	Ed Palacio EE'75	X
Steven Lerner ME'75	T	Claudia Giordano Lasky A'76	X	Hadar Cohen EE'15	X
Carol Wolf A'84 / Chair Annual Fund	T	Daren Rogers AR'05		Laura Spinner A'89	X
Alexis Lenza CE'05		Ed Abaid CE'76	T	Ling Wei Chang EE'82	X
Tiberiu (Ted) Weisz EE'71		Gene Tulchin A'55		Lynn Lander ChE'60	X
Joe Reiter ME'96		Ira Silfin ME'85		Mark A. Vasquez ME'88	T
Brian Rose A'79	X	James Liubicich ChE'83	T	Mina Greenstein A'56	
George DeFeis CE'82		Paul Garrin A'82		M'Liz Keefe A'85	
Michael Lebron A'76	X	Shankar Venkataraman BSE'03	X	Rachel Appel A'13	X
Darrell Low EE'89	X	Susan Shaw A'72	X	Pavel Nikulin CE'06	X
Oleg Schatoff EE'82		Westley Rozen AR'05		Scott Wilson A'76	

Officers		Alumni Trustees	
Nils Folke Anderson A'94; President	X	Kevin Slavin A '95 (Term ends September 2017)	
Karina Tipton, CE'99; Secretary/Treasurer	X	Robert Tan AR'81 (Term ends September 2018)	X
Margaret Matz, AR83; VP Faculty/Student Liaison	X	Peter Katz A'76 (Term ends September 2019)	
Kelly Occhiuzzo Zack A'90; VP Alumni Events		Adrian Jovanovic BSE'98 (Special election, term begins Dec 2015)	
Sean Cusack BSE'98; Nominating Committee		Scott Lerman A'81 (Special election, term begins June 2016)	
		Stephen Gerard ME'67; Alumni Trustee (Elected 2016, to be seated.)	
Past Presidents			
John Leeper AR '85		Peter Cafiero CE '83	

Other Attendees: Carl Selinger (Past President) (T), Ron Vogel (Constitution Committee), David Minder (Cooper Union)

Note: X indicates in person attendance, T indicates by telephone.

THE COOPER UNION ALUMNI ASSOCIATION



Budget Purpose: General Operating Budget The Cooper Union Alumni Association **21-Sep-06**

Budget Period: 7/1/2016 to 6/30/2017

FY2016 Balance - Bank Ledger		\$ 13,646.19	
FY2016 - Fractured Atlas Balance		\$ 4,853.05	
I. INCOME		II. EXPENSE	
SOURCES	AMT	USES	AMT
Revenue		General Operating	
Donations (FD BP 2016 Received)	\$ 3,158.68	Technology / Communications*	\$ 4,500.00
Cooper Union support	\$ 42,000.00	Fees (501c3) (estimated)	\$ 300.00
		CUAA Donation to Annual Fund **	\$ 4,000.00
		Events	
		General Events Budget	\$ 7,000.00
		Events FY2016 FD BP (previously authorized, funds remaining***)	\$ 15,000.00
		Events FY2017 Awards	\$ 13,000.00
		Events FY2017 FD BP	\$ 16,000.00
Other Income	\$ -	Other Expenses / Petty	\$ 1,000.00
I. TOTAL FY17 INCOME	\$ 45,158.68	II. TOTAL EXPENSE	\$ 60,800.00
LEDGER BALANCE - ALL INCOME	\$ 63,657.92	NET INCOME (income less expense)	\$ 2,857.92

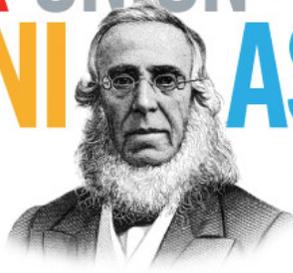
Notes:

* Technology / Communications include: Fractured Atlas, Bank Fees, Mail Chimp, Mobilize, Google Apps, Dream Host, Survey Monkey, and Livestream.

** Authorized by Council in electronic vote following June 28, 2016 Council Meeting.

*** FY2016 FD BP funded in FY2016 Budget, funds carried over into FY2017 for use when event postponed to September 2016.

THE COOPER UNION ALUMNI ASSOCIATION



Meeting: Executive Committee Meeting
August 16, 2016

Prepared by: Karina J. Tipton

Call to Order: 6:35

Quorum: Yes (6 - attendees on last page)

Minutes

Agenda item: Set Fall Calendar

Presenter: Karina

Karina indicated that she would like to schedule all fall rooms with Staff, and set the Fall meetings calendar for the CUAA. The dates agreed to are as follows:

- September Exec Comm 9/13 Tuesday
- September Council 9/21 Wednesday
- September 27 - Tuesday Staff Mixer
- October Exec Comm 10/17 Monday
- November Exec Comm 11/7 Monday
- November Council 11/17 Thursday
- There will be no executive council meeting in December, and the group will select spring room reservations by email.

Action items

Person responsible

Deadline

✓ Schedule rooms with Staff for Fall

Karina

9/1/16

Agenda item: Retreat Recap

Presenter: Mark Vasquez

Discussion:

Mark Vasquez attended by phone for a brief discussion of the retreat and outcomes. Nils offered his thanks for a fine event.

- Retreat was held on July 28th with a focus towards understanding and helping to identify strengths of CUAA as a platform to build on next steps in the evolution of the association. 16 people were in attendance and the group seemed to be engaged and interested in additional types of discussions moving forward.
- Groups identified experiences where they felt valued and like they had made contribution to refine specific discussions on communications and fundraising.
- Agenda was aggressive, typically reserved for a 1/2 day or longer, but it was held in a short period of time (2 hours).

committee: the next steps are finalizing the filing, and then determining what we do with the status, which is an executive committee / council discussion.

- Elections Committee - time remaining on the
 - Teller's Committee - Athena as co-chair possibly but would require a co-chair on council.
 - Founder's Day Party - Victoria and Casey for the September 2016 Event. Next year is budgeted and will need to be chaired. Plan for the September exec comm meeting to discuss block party
 - Events Chair - names discussed for the chair position.
 - Communications - Ciera has agreed to continue.
 - Annual Fund - Carol has agreed to continue.
 - Nominating Committee - Sean was elected as chair.
- Note that we confirmed against the new by-laws that any Member may be a chair of a committee, which is a significant departure from the previous constitution and by-laws.

Action items	Person responsible	Deadline
✓ Finalize committee list for exec comm and council approval	Nils	

Agenda item: Approve Amendment to the Certificate of Incorporation **Presenter: Jim**

Discussion:

The original certificate of incorporation exists since 1943. This was circulated to the exec comm for review by email. Note that the current certificate of amendment dated 1943 includes the ability to collect funds, but the IRS 501c3 filing upon approval would recognize any donation as tax deductible.

Council needs to Approve or Discussion on Approval of the: CERTIFICATE OF AMENDMENT OF THE CERTIFICATE OF INCORPORATION OF THE COOPER UNION ALUMNI ASSOCIATION, INC. UNDER SECTION 803 OF THE NOT-FOR-PROFIT CORPORATION LAW

Action items	Person responsible	Deadline
✓ Review Amendment for vote	Executive Committee	9/13/16

Agenda item: Approve distribution of bylaws for council ratification and conflict of interest statements **Presenter: Jim**

Discussion:

Discussion on if the bylaws are in accordance with Roberts Rules of Order. There is no clear indication of who sets the agenda for the meeting - if the members are required to confirm the agenda, run the meeting, etc. because exec comm ratifies the activities after.

Action items	Person responsible	Deadline
✓ Review Bylaws for vote	Executive Committee	9/13/16

Agenda item: Orientation Planning – Not discussed Presenter:

Agenda item: Update on Operational Handbook – Not Discussed Presenter:

Meeting Adjourned: TIME

Other Information

Attendees:

Nils Folke Anderson A'94; President	X	Karina Tipton, CE'99; Secretary/Treasurer	X
Margaret Matz, AR83; VP Faculty/Student Liaison	X	Kelly Occhiuzzo Zack A'90; VP Alumni Events	X
Sean Cusack BSE'98; Nominating Committee		Kevin Slavin A'95; Alumni Trustee (Term ends Sept 2017)	
Robert Tan AR'81; Alumni Trustee (Term ends Sept 2018)	X	Peter Katz A'76; Alumni Trustee (Term ends Sept 2019)	
Adrian Jovanovic BSE'98; Alumni Trustee (special election, term begins Dec 2015)		Scott Lerman A'81; Alumni Trustee (special election, term begins June 2016)	
Stephen Gerard ME'67; Alumni Trustee (Term begins Dec 2016)		Peter Cafiero CE '83; Past President	
John Leeper AR '85; Past President		Carol Wolf A'84; Ex-officio Executive Committee/Annual Fund Committee Chair	X
Ciera Lowe ChE'14; Ex-officio non-voting Executive Committee/Communications Committee Chair	X		

Additional Invitees:

Mark Vasquez, Jim Liubicich, Marco D'angelo (Observer)

Special notes: