

By-Laws

[***Draft Revisions as a result of Excomm Meeting on Sept 13, 2016. Track changes on to view.](#)

**Revised for Council Vote on June 21, 2016. Edits are highlighted as recommend by Excomm at their June 14, 2016 meeting.

Proposed Schedule A (No changes from what was posted on the CUAA as back-up info to the Constitution that passed by membership vote of 820Yes - 20No and 43 Abstain)

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Schedule A
BY-LAWS

(date Approved) , 2016

Section I. General Membership Meetings

- A. The time and place of each general membership meeting shall be selected by the Council upon recommendation of the Executive Committee.
- B. An e-mail written notice announcing each meeting must be distributed to all members at least five (5) days prior to the date of the meeting.

Section II. Council Meetings

- A. The President shall set the time and place for each Council meeting prescribed in Article V Section 34. C., of the Constitution.
- B. e-mail notice of each Council meeting must be sent at least seven (7) days prior to each meeting date
- C. The nominated incoming President- elect shall be invited to attend all Executive Committee and Alumni Council meetings following his election and prior to taking office.
- D. Unless otherwise designated the February Meeting of the Council shall serve as the Annual Meeting of the Board of Directors.

Section III. Ad-hoc Committees and Committees

- A. In addition to committees established under Article VIII of these By-laws, the President, with the approval of the Executive Committee may create Ad-hoc Committees and shall appoint a chairperson for all Committees.
- B. ~~Only Council Members~~ Any member may be appointed as chairs of standing committees. Any Member maybe designated as Chair of an Ad-hoc Committee.
- C. The chairs of each committee may appoint additional members to the committee from the

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Council or general membership.

D. The President shall be a non-voting ex-officio member of every committee, except for the Nominating Committee.

E. All committee recommendations shall be presented and accepted by the Executive Committee and Council if required, both by majority vote before implementation.

Section IV. Amendments

A. The Council must consider proposals for amendments and follow the procedure prescribed in Article XI and XII of the constitution, respectively, for amending the Constitution or the By-laws, if either of the following occur:

- 1. When the Executive Committee makes such a request.
- 2. When the Constitution Committee makes such a request.
- 3. When petitioned by at least 50 alumni representing at least five graduated classes.

~~A. The Council must consider proposals for amendments to the constitution or these bylaws and follow the procedure prescribed in Article XI, of the Constitution or in Section IV, Paragraph B, of these By-Laws, whichever is applicable, under the following circumstances:~~

- ~~1. When the Executive Committee makes such a request.~~
- ~~2. When the Constitution Committee makes such a request.~~
- ~~3. When petitioned by at least 50 alumni representing at least five graduated classes.~~

~~B. The procedure for amendment of the By-Laws shall be as follows:~~

~~1. Copies of proposed amendments shall be e-mailed to all Council members with the notice of the Council meeting at which the amendments are to be voted.~~

~~2. A Council member who cannot attend the meeting may cast his vote by e-mail provided by solicitation from the Secretary.~~

~~3. A 2/3 majority of all votes cast by the full council, by ballot, shall be required to pass an amendment.~~

~~4. With a passing vote by the Council requiring ratification by the majority vote of the full~~

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~~Executive Committee.~~

Section V. Distribution of Documents

- A. Copies of The Cooper Union Alumni Association Constitution and By-Laws shall be available on the website.
- B. It is the Associations goal to require all Members to communicate and transfer information including voting electronically and paperless.

Section VI. Powers in Furtherance of the Organization

- A. To have perpetual succession in its name.
- B. To be able to ~~take legal action file a Lawsuit~~ upon a Majority vote of the Executive Committee which is approved by a 2/3 majority vote of the votes received by the full Council, by ballot.
- C. To lend money and invest its funds and take and hold real property.
- D. To make donations, for the public benefit as approved by a Majority vote of the Board of Directors as a 2/3 vote of the votes received from the full Council by ballot.
- E. To have and exercise all powers necessary to fulfill all purposes for which the Association is formed, in accordance with all applicable laws.
- F. To employ staff on a full or part time basis.
- G. To contract for services.
- H. To have and exercise any power or activity necessary for the Purpose, Mission, Objectives and Activities of the Association, as described in the Constitution; provided that no such power shall be exercised inconsistent with law or governing rules and regulations of the corporation.
- I. The council by a 2/3 majority vote of the votes received by the full Council, by ballot, to recommend by resolution any Officer or Council Member be removed from their position. The findings shall specify the reason as, failure to participate, incapacity or derelict in their duties and the recommendation shall be made to the Executive Committee for ratification by a majority vote and then sent to the Executive Committee a Final Determination by Vote. The subject Officer or Council Member shall not have a vote.

Section VII. Nominations, Elections, Officers and Past President Duties

- A. The Nominating Committee:
Shall consist of the two (2) most recent past Presidents of the Association and ten (10) additional members, nominated and elected as prescribed in Item B of this Section.
Seven (7) members of the Nominating Committee will constitute a quorum at all Nominating Committee meetings.
- B. The Council's role in Nominations, Elections and Officers Duties:
The Council shall; at its February meeting nominate and approve at least twelve (12) candidates for the Nominating Committee to serve one (1) year. Each additional candidate for the committee may be submitted by petition. Each such petition may nominate only one (1) candidate, and shall bear the signatures of at least three (3) members of the Association submitted to the Secretary of the Association prior to the February meeting of the Council. All nominations received through petitions shall be reviewed by Council and if approved placed on the general election ballot and notice shall be made to members for voting.
- C. The Nominating Committee shall:
 - 1. Request nominations 3 months in advance of an election
 - 2. Conduct a review of all candidate qualifications

3. Vet Candidates for all positions by interview and other appropriate communications.
 4. Provide candidates information related to the activities of the Association and the expected duties of officers, council and committees.
 5. Present a slate of candidates for all elected positions to the Council for approval by a majority vote of all Council members in attendance at the February Meeting.
 6. Encourage and seek candidates from regional members for each of the following Regions: Florida, Massachusetts, Texas, Illinois, Arizona, California and any other geographic area with strong Alumni involvement, to be an elected member of Council.
- D. As soon as possible thereafter, but not later than March 15 for the Spring Election, the Secretary shall make available an electronic ballot to all registered alumni. The election shall be based on the electronic ballots received as of May 1. Any Special Provisions for voting non-electronically shall be considered on an election by election basis and notice by the Secretary shall be provided to the Members, by March 15th if non-electronic voting will be accommodated. No notice shall be indicative of non-electronic voting being unacceptable.
- F. At the February meeting of the Council:
1. The President shall appoint a committee of tellers consisting of no less than three (3) members who shall count the ballots and report the winning members and their vote count at the May meeting. Vote counts of losing candidates will be provided in confidence to each candidate that requests them.
 2. The candidates for the various offices and membership on the Council receiving the highest number of votes shall be declared elected.
 3. The ten (10) candidates for the Nominating Committee receiving the largest number of votes shall be declared elected and the person receiving the highest number of votes among them shall be its Chairman. If the person receiving the highest number of votes cannot serve, then the person receiving the second highest number of votes shall serve and so on. The candidates receiving less votes than the highest ten (10) shall serve as alternate members of the committee in the order of the number of votes received whenever permanent or temporary vacancies on the committee occur.
- G. If a member of the Council becomes an officer or Alumni Trustee, his Council post should be replaced by an alternate. Refer to this Paragraph H.
- H. All elected officers, members of the Council and members of the Nominating Committee shall commence their terms of office on July 1 and shall serve for their elected terms or until their successors shall assume office. In the event of a tie vote for any office or membership on the Council, the election shall be resolved by a majority vote of the Council at its first meeting following the election.
- I. No employee of The Cooper Union who is an alumnus can serve as Alumni Trustee or President of the Association.

J. When any vacancy occurs in the Council or among the officers, it shall be filled for the unexpired term by a 2/3 majority vote of the votes received from the full Council, by ballot, from a candidate or candidates, submitted by the Nominating Committee.

1. The officers of the Association shall be elected and shall serve as designated:
2. The President shall serve a 2 yr term from July 1 to June 30, or until their successors are qualified. They can NOT be re-elected.
3. All other officers shall serve a 1 year term and may be re-elected.

K. Officers Duties

The duties and powers of the officers shall be as follows:

1. President: shall preside at all meetings of the Association, the Council and the Executive Committee. He shall designate an officer who will preside in his absence. If he fails to do so, the Council or the Executive Committee shall elect its own chairman at meetings which he does not attend.
 - a. With the exception of the Nominating Committee, the President shall be a non-voting ex-officio member of all committees.
 - b. He shall not appoint himself as chairman of any standing committee.
 - c. He may not be employed as a faculty or staff member of The Cooper Union during his tenure as President of the Alumni Association.
 - d. He shall serve as a member of CU's BOT consistent with that Bodies Constitution, By-Laws, the school charter and NYS Law.
2. Vice President of Alumni Activities: shall be responsible for the following:
 - a. Plan and aid in the formation of local and regional groups of alumni and their activities.
 - b. Oversee all events created by and for alumni.
 - c. Perform such other duties as assigned by the President.
3. Vice President of Faculty and Student Liaisons: shall preside over the Faculty Committee as follows:
 - a. Maintain liaison with the Deans of the College in the selection of candidates for alumni representation on the faculty and administrative committees.
 - b. Maintain liaison with the student organizations and alumni/student committees.
 - c. Perform such other duties as assigned by the President.
4. Treasurer: shall act as general agent of the Association under the oversight of the Executive

Committee and the Council.

- a. He/She shall direct the preparation and review the proposed budget annually for the operation of the Association. He shall also review the necessary justification of this budget.
- b. He/She shall receive and expend funds for Association activities as approved by the Executive Committee or the Council as allowed for by the approved annual budget.
- c. He/She shall render a true and accurate statement of the affairs of the Association including all actual or contingent assets and liabilities. His accounts shall be audited at the end of each fiscal year and will be responsible for compliance with non-profit requirements of internal control.
- d. The books and records shall be kept in the Alumni Relations Office and or the recognized space dedicated by Cooper Union for Alumni Activities and shall be open for inspection by the Council or a Committee appointed for such purpose. All members shall have access to information as example, contingent deeds of gifts, monies and funds of the Association, upon request and given a reasonable time frame.

5. Secretary: shall perform the duties of:

- a. recording all meeting minutes and serve notice as required by the corporation.
- b. collect all conflict of interest Policy signoffs from Directors and other members as may be required

L.. Past Presidents: all Past Presidents shall have full membership on the Council.

M. Past and Present Elected Alumni Trustees to the Cooper Union shall have full membership on the Council.

Section VIII. Committees and Their Duties

The Committees of the Association shall be:

- A. Events Committee, shall be responsible for planning and conducting all social affairs not specifically assigned to other committees. The Events Committee shall include Founder's Day Committee, which shall plan and arrange for an annual dinner to commemorate Peter Cooper's birth- day, the Young Alumni Committee, and a Student Affairs Committee, which shall cooperate with The Cooper Union's student organization to promote athletic and other activities. The Student Affairs Committee should report to the Vice President/ Faculty and Student Liaison. The Executive Committee shall approve all Events Committee policy decisions and proposed events."
- B. Founder's Day Commemorating Committee, Plans and Hosts Founders day
- C. Student Ambassadors Liaisons
- D. Constitution Committee (Constitution Committee, which shall draft and recommend, for vote by the Council, amendments to the Constitution and By-Laws.)
- E. Augustus Saint-Gaudens Award Committee (Augustus St. Gauden's Award Committee, which shall select an alumnus of the School of Art as the recipient of a medal for out- standing achievement in the arts, and report their selection to the Executive Committee.)
- F. Gano Dunn Award Committee, shall select an alumnus of the School of Engineering as the

- recipient of a medal for outstanding achievement in engineering, industry, science or finance, and report their selection to the Executive Committee.
- G. John Q. Hejduk Award Committee, shall select an alumnus of the School of Architecture as the recipient of a medal for outstanding achievement in architecture, and report their selection to the Executive Committee.)
 - H. Peter Cooper Service Award Committee, shall select an alumnus from any of the Cooper Union Schools who best exemplifies Peter Coopers life of service to the Public.
 - I. Audit Committee, shall be responsible for compliance with regard to all Reporting and IRS requirements and shall audit periodically the accounts kept by the Treasurer of the Association and report to the Council on the state of the accounts at the end of the fiscal year.
 - J. Communications Committee, shall assist in the gathering of alumni news, coordinates the creation and distribution of CUAA newsletters and announcements, manages CUAA Social Media and the CUAA website content-as directed by the Council, and cooperates with the editorial staff of The Cooper Union regarding the Alumni Association section of the Colleges publications.
 - K. Membership Committee, shall manage practical contact with members including databases
 - L. Tellers Committee, shall review and tabulate ballots and reports results to the Council following each election.
 - M. The Executive Committee shall be composed of the current officers, the immediate two available Past Presidents, the Chairmen of the Annual Fund and Nominating Committees, and the Alumni Trsutees on the BOT. The Executive Committee shall meet at least every 2 months for a minimum of six (6) times annually and shall be responsible for conducting the affairs of the Association in accordance with the Association policies. It shall have the power to instruct the Treasurer by Majority vote to expend funds within the limits of the Councils approved budgets. The Executive Committee shall be chaired by the elected President and be obligated to prepare agendas and minutes for its meetings and shall receive reports from all committees.
 - 1. Minutes of all Executive Committee meetings shall be distributed to the Council.
 - 2. Five (5) members of the Committee shall constitute a quorum at any meeting of the Executive Committee.
 - N. The Annual Fund Committee, shall conduct the annual giving campaign with the assistance of the Alumni Relations Office and in cooperation with the Development Office of The Cooper Union. The chairman of this committee shall be selected from members of the Council and may serve beyond his term as a member of the Council.
 - O. The Nominating Committee shall be constituted and shall function in accordance with Section VII of these by-laws and all provisions of the constitution.
 - P. The Election Committee shall be responsible for holding all elections.
 - Q. The Faculty Committee, reports to the Vice President/Faculty and Student Liaison, shall establish procedures for working with faculty and administrative committees of the College. The Faculty Committee shall report regularly to the Council, and shall submit a written report annually to the Council on the activities of alumni representatives on The Cooper Union faculty and administrative committees.

1. Two Alumni Representatives shall serve on such Cooper Union committees as agreed upon by Deans of the Schools and the Council.
 2. The term of each representative is to be for one (1) academic year with rotation encouraged but reappointment is possible.
 3. The Council through the Vice President/Faculty and Student Liaison will submit names to the Deans of each school each year for acceptance.
- R. Ad hoc committee(s), may be appointed at any time by the President with approval of the Executive Committee. Ad hoc committees shall submit timely reports to the Executive Committee. (See By-laws Section III)
- S. Archives Committee, which shall meet periodically to determine which documents of the Association are to be retained for permanent records.

No committee shall make binding commitments with outside parties on behalf of the Alumni Association without the approval of the Council, Executive Committee and Board of Directors.

Section IX. Awards

Awards will be conferred annually and should include one award in each category. The Executive Committee must approve conferring multiple alumni the same award in a single year.

- A. Gano Dunn Award to an alumnus of either the School of Physics or the School of Engineering for outstanding professional achievement
- B. Augustus Saint-Gaudens Award to an alumnus of the School of Art for outstanding professional achievement
- C. John Q. Hejduk Award to an alumnus of the School of Architecture for outstanding professional achievement
- D. Peter Cooper Service Award to an alumnus of any of the Schools for outstanding public or humanitarian service
- E. Outstanding Alumnus of the Year to an Alumnus or Alumna for outstanding dedication and commitment to the Alumni Association and The Cooper Union demonstrated over a multi-year period. The awardee is selected by the Executive Committee.
- F. Outstanding Young Alumnus of the Year to an Alumnus or Alumna who is 40 years old or younger, for outstanding dedication and commitment to the Alumni Association. The awardee is selected by the Executive Committee. This award is not given annually, but is given when the CUAA Executive Committee wishes to recognize the dedication of a younger alumnus for extraordinary service.

Section X. Finances

- A. Consistent with the Associations Not For Profit Status and its financial independence it is the goal of the organization to solicit and accept direct cash contributions and or membership fees to fulfill its Vision, Purpose, Mission, Objectives and activities that will be tax deductible for the donors.

B. The Treasurer shall assist in the preparation of a draft budget and obtain approval from the Executive Committee, then the Council. The proposed budget will then be presented to the Executive Committee for approval. Upon approval this shall set a minimum annual fundraising goal.

C. All Association checks must be signed by two of the four following individuals: President, Vice President/Alumni Affairs, Vice President/Faculty and Student Liaison, and Treasurer.

Section XI. Alumni Representation on The Cooper Union BOT

A. Four (4) members of The Cooper Union BOT shall be elected by the alumni (herein referred to as, "Alumni Trustee"). The alumni shall elect one (1) Alumni Trustee each year for a four-year term to represent alumni on the BOT.

B. Additional Special Alumni Trustee Elections as are approved by the Council and as required to support the school will be held. Special Elections shall conform to the established practices of the annual election and as described herein.

C. In case of inability of an elected Alumni Trustee on the board to serve his full term, the Council shall designate by a 2/3 two-thirds majority vote of votes received from the full Council, an alternate Alumni Trustee to serve the unexpired term subject to acceptance by the Trustees. The candidate will be nominated by the Nominating Committee.

D. Alumni Trustees shall serve as a member of CU's BOT consistent with that Bodies Constitution, By-Laws, the school charter and NYS Law

E. The Alumni Trustees elected by the alumni shall serve in a liaison capacity between the Council and BOT and are expected to attend Executive Board and Council meetings whenever possible.

F. No Alumni Trustee shall be eligible for election by the alumni to serve more than one full term, in addition to filling a possible vacancy among the alumni Trustees on BOT.

G. The current president of the Alumni Association shall also serve on the BOT of The Cooper Union, consistent with the BOT Constitution, By-Laws, the school charter and NYS Law.