

Cooper Union Alumni Association

**Constitution
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Constitution

Article I. Name

The name of this association shall be: The Cooper Union Alumni Association Incorporated, also known as “the Association”.

Article II. Vision, Purpose, Mission and Objectives

Section 1. Vision

The Association’s Vision shall be to create a powerful connection between Cooper Union and its alumni.

Section 2. Purpose

The Association’s Purpose shall be to exist as a charitable, educational and social organization. The association shall be organized and operated exclusively for the purpose of promoting The Cooper Union by coordinating activities on behalf of its alumni, former students and all others having the interests of The Cooper Union at heart. The Alumni Association and its Members shall cooperate with the Trustees, the administration, the faculties and the students in all ways possible to increase its facilities and its power for good in the community, and to advance the ideals of the Founder, Peter Cooper, in accordance with the Deed of Trust of The Cooper Union and the letter of Peter Cooper accompanying it.

Section 3. Mission

The Association’s Mission shall be to build a strong body of support to preserve, protect and promote The Cooper Union.

Section 4. Objectives

- A. Service to Alumni: Develop and manage a broad range of programs, events and services that foster career development among the alumni and enable alumni to maintain strong relationships with their fellow alumni and with the institution.
- B. Service to School: Engage the alumni in actively supporting the mission of the school by harnessing the skills, abilities and experiences of the alumni body for the benefit of The Cooper Union.
- C. Financial Support of the School: Provide motivation and leadership that encourages strong financial support from alumni.
- D. Recognition: Recognize and promote the achievements of its alumni and the institution to students, alumni and the external community to highlight the importance of The Cooper Union.
- E. Live by and defend The Cooper Union’s trust and charter.

- F. Sustain and advance the free education mission of the Founder, Peter Cooper.
- G. Extend the value of an education beyond graduation from The Cooper Union by creating community, career, and educational opportunities for alumni.
- H. Create a strong, active, and unified alumni community and strengthen ties among alumni.
- I. Leverage the talents, experience, and resources of alumni to: strengthen The Cooper Union; support the board, administration, staff, and faculty; mentor students; and promote the school.
- J. Foster a culture of strong financial and service support of The Cooper Union.
- K. Recognize and promote the achievements of the school and its trustees, administrators, faculty, staff, alumni, and students.
- L. Help strengthen The Cooper Union's reputation everywhere.

Article III. Membership

Section 1. (i) Graduates of The Cooper Union; (ii) students in good standing in their last semester and who expect to complete all coursework for a degree and (iii) former matriculated students who (a) did not graduate, (b) attended The Cooper Union at least one year and left in good standing, and (c) whose respective classes have graduated; shall be members of the Association.

Section 2. Members, with the exception of any current students, shall be eligible to hold elective positions, in the Association and on the The Cooper Union Board of Trustees (hereinafter "BOT") and shall have the right to:

- A. Vote for Alumni Trustees on the BOT of The Cooper Union;
- B. Vote for members of the Nominating Committee;
- C. Vote for elective officers of the Association;
- D. Vote for members of the Alumni Association Council;
- E. Vote on proposed amendments to the Association's Constitution and By-Laws, and to propose amendments to the Association's Constitution and By-Laws by petition;
- F. Serve on committees to assist the Association.

Section 3. Members are required to register electronically to secure all rights of notice and for voting. A single functioning e-mail address is to be provided by the member via registration on the Association's website.

Article IV. Powers and Activities

Section 1. Powers

The Association is a New York State Not-For-Profit Corporation and shall have all powers afforded its existence as a corporation in the State of New York. The Association shall have the power, directly or indirectly, alone or in conjunction or cooperation with others, to do any and all lawful acts which may be necessary or convenient to affect charitable, educational and social purposes for which the Association is organized, including, but not limited to the acceptance of contributions (whether financial or in-kind) from any person, organization, or other public or private entity. The Association's powers are as so stated herein, to comply with the laws it is governed by.

Section 2. Activities

- A. The organization shall carry on and conduct its affairs in all manners as a non-profit entity consistent with the tax exempt status of organizations described in Section 501(c)(3) of the United States Internal Revenue Service Code (hereinafter "IRS Section 501(c)(3)").
- B. Sponsor a year-round program of events and activities that encourage alumni participation.
- C. Support a Class Representatives organization and regional chapters, where appropriate, to engage alumni throughout the country.
- D. Maintain effective communications to facilitate contact between alumni, career networking and greater awareness of activities at The Cooper Union and the Association.
- E. Provide awards and recognition to celebrate the professional achievements of the alumni.
- F. Provide programs and services that assist alumni in meeting their career development needs.
- G. Provide major contributions to the school's financial stability by allocating significant resources to support the Annual Fund and major capital needs.
- H. Offer general information to donors who wish to make gifts and bequests to the Association.
- I. Engage alumni in efforts to secure corporate, foundation and non-alumni individual contributions.
- J. Capitalize on the intellectual capabilities of alumni to assist in problem-solving and institutional development.

- K. Continually evaluate its structure, programs and services to promote exceptional communication with alumni, ever-expanding inclusiveness and ongoing growth in Association capabilities.
- L. Select Alumni Trustees for the BOT and faculty liaison committees per the terms of the Association's Constitution and By-Laws.

Article V. Organizational Structure; Directors, Officers, Council and Committees

The Association shall be governed by a Board of Directors, Officers and its Council with duties and powers specified herein. The formation of Committees as described herein, fill out the organizational structure of the Association. The manner of election or selection of Directors, Officers, Council and Committees, is as specified herein. The Association and the meetings of its bodies shall be governed , from highest priority to lowest, by its Constitution, its By-Laws and the latest version of Robert's Rules of Order.

Section 1. Board of Directors

The Board of Directors is formed for the express purpose of ensuring compliance with corporate not-for-profit obligations under New York State law and IRS Section 501(c)(3). The powers and duties of the Board of Directors are delegated to and shall be carried out by the Council as set forth in Article V, Section 3.

The Association's Board of Directors shall constitute the Council Members set forth in Article V, Section 3. Each Director is instilled with the mandates of Care, Loyalty and Obedience and bound by all fiduciary duties that are required under New York State and federal law.

The current President shall be recognized as the Board Chair, the current Vice-President of Alumni Activities and Vice-President of Faculty and Student Liaisons as Board Vice-Chairs, the current Treasurer as the Board Treasurer, and the current Secretary as the Board Secretary, and in those positions shall govern both the Board of Directors and Council.

Section 2. Officers

The officers of the Association, in order of succession should any be unable to fulfill their duties, shall be: President, Vice President of Alumni Activities, Vice President of Faculty and Student Liaisons, Treasurer, and Secretary. The officers of the Association, shall be elected and serve in accordance with the By-Laws. The Officers shall be responsible for operating the Association on a day-to-day basis.

The President shall serve as the Executive officer of the Association; preside at all Board of Directors, Executive Committee and General Membership meetings; and appoint all standing and all select committees unless otherwise directed by the motion creating the committee. The President and the Treasurer or any other officer of the Association authorized by the Board of Directors, shall sign any contract or other instrument which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated to some other officer or agent of the Board of Directors. The President shall

perform all duties incident to the office of President and such other duties that shall from time to time be assigned by the Board of Directors.

The Vice-President of Alumni Activities and Vice-President of Faculty and Student Liaisons shall support the President in their respective roles.

The Treasurer shall handle the Association's financial issues on a day-to-day basis, and shall maintain complete and correct books and records of account, and all other financial records, and present them to the Board of Directors when required. Financial records shall be kept in a manner that ensures compliance with all New York State and federal laws, including but not limited to IRS Section 501(c)(3). The Treasurer shall collect any and all annual dues, receive other funds accruing to the Association and shall disburse funds as directed by resolution or an order of the Board of Directors. The Treasurer shall have charge and custody for or appoint the President to have charge and custody for receipts for money due and payable to the Association from any source whatsoever and assure deposit of all moneys in the name of the Association, in such bank or other financial institution as shall be selected by the Executive Committee and in general perform all duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the Board of Directors.

The Secretary shall take, prepare, and keep records of all meetings of the general membership, Board of Directors and Executive Committee of the Association, or shall be responsible for such action. He/she shall be responsible for distributing minutes of general membership meetings to all Association members. The Secretary shall also see that all notices are duly given in accordance with the provisions of the Association's By-Laws or as required by law; be custodian of the Association records; keep a register of the name and email address of each member; and unless otherwise stated herein, tally election results. The Secretary shall in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the Board of Directors.

Section 3. Council

- A. Membership: The Council shall consist of the following:
 - 1. The five (5) current officers of the Association as set forth in Article V, Section 2, and the outgoing officers;
 - 2. Thirty-six (36) members who shall be representative of the various branches and classes of The Cooper Union, and of geographic locations of alumni. Twelve (12) members shall be elected each year to serve for three (3) years. No member shall be nominated under this Section to serve more than two full consecutive three- year terms. Alternates, in order of the greatest number of votes received, shall fill vacant positions to maintain thirty-six (36) members on the Council;
 - 3. All Past Presidents of the Association will serve per terms, as provided in the By-Laws;

4. Past and present Alumni Trustees on The Cooper Union BOT will serve per terms, as provided in the By-Laws.
 5. Each Council Member shall also be a Director of the Board of Directors.
- B. Duties and powers of the Board of Directors expressly delegated to the Council:
- The Council shall:
1. Direct the Treasurer and the Secretary as general agents of the Association and inspect their records;
 2. Replace any Council Member who fails to participate in its functions, is deemed incapacitated or is found derelict, and fill any vacancy on the Council as provided herein (See Section VI; Item I. and Section XI; Item C. of the Association's By-Laws);
 3. Nominate candidates for the Nominating Committee;
 4. Resolve tie votes for any office or membership on the Council;
 5. Approve candidates for Alumni Trustees on the BOT and fill vacancies among these Alumni Trustees in accordance with Article VIII;
 6. Approve alumni representatives on The Cooper Union faculty and administrative committees and receive reports from them;
 7. Review and Approval by vote of the budget proposed annually by the Treasurer by September 30th and approve all expenditures on a regular basis at its meetings.
 8. Vote on the use or investment of all monies received in excess of the approved annual budget by the end of each fiscal year.
 9. Serve on committees for events, discussion and other alumni activities;
 10. Vote on any recommendation of the Nominating Committee.
 11. Approve by majority vote proposed amendments to the Constitution for presentation to the membership; and
 12. Establish and amend the By-Laws of the Association.

C. Meetings:

The Council shall meet at least four (4) times a year, in September, November, February and May. Nineteen (19) members shall constitute a quorum. Additional meetings of the Council may be called by the President on his own initiative, or when requested in writing by five (5) Council members.

- D. The Vision, Purpose, Mission and Objectives of the Council shall be commensurate with those of the Association set forth in Article II.

Section 4. Committees and Their Duties

The Committees of the Association shall be as designated in the Association's By-Laws, which shall also specify their respective duties.

Article VI. Awards

Awards will be conferred annually as designated in the Association's By-Laws.

Article VII. Nominations and Elections

Nominations and elections are required as specified in the Association's Constitution and By-Laws.

Article VIII. Alumni Representation on The Cooper Union BOT

Alumni Trustees shall serve as members of The Cooper Union's Board of Trustees consistent with New York State and federal law; The Cooper Union's Constitution, By-Laws, Charter; and this Association's Constitution and By-Laws. Guidelines are provided in the Association's By-Laws Section XI.

Article IX. Office of Alumni Relations

The Association's Board of Directors shall be responsible for direct communication and coordination with The Cooper Union Office of Alumni Relations and Development.

Article X. Finances

Handling of all Association's finances is the responsibility of the Treasurer and the Directors of the Association and shall be performed in a manner consistent with New York State and federal law and the requirements of the Association's Constitution and By-Laws.

The Association's fiscal year shall run from January 1 to December 31 of each year.

Article XI. Amendments

This Constitution shall be amended only as follows:

- A. Copies of proposed amendment(s) shall be e-mailed to the members of the Council at least thirty (30) days before the meeting at which they are to be considered. Proposed amendment(s) must be approved by a two-thirds vote of the votes received from at least a quorum of the full Council, by ballot and subsequently approved by a majority vote of the Executive Committee.

- B. Pursuant to the approval of the proposed amendment(s), copies of the proposed amendment(s) shall be e-mailed to all members of the Association to be voted by them by e-mail or electronic ballot, with voting to be completed in thirty (30) days. Any proposed amendment(s) must be approved by a two-thirds majority of the votes cast by the membership of the Association, as received and counted by a committee of three (3) tellers appointed by the President.

Article XII. By-Laws

The Association shall have the By-Laws set forth in Schedule A to assist in its practical governance. The By-Laws shall be limited to matters not prescribed by this Constitution and shall only be applicable if they are consistent with the Constitution and New York State and federal law. By-Laws shall be established or amended by a two-thirds vote of the votes received from at least a quorum of the full Council to be ratified by a majority vote of the full Executive Committee.

Article XIII. Implementation

Subject to a majority vote of approval by the membership of the Association, this Constitution became operative on the day of said vote, _____, 2016.

Article XIV. Dissolution

The Association shall continue to function until it officially is voted out of existence by a two-thirds (2/3) majority of the membership. Upon dissolution or other termination of the Association, any remaining assets shall be distributed to organizations which qualify as exempt under IRS Section 501(c)(3), and are organized and perform consistent with the Association's Mission, in the discretion of the Board of Directors, to be consistent with the purpose of the Association, and no member, officer or director of the Association or any individual shall benefit from the distribution of any of the Association's assets upon the Association's dissolution.

Article XV. Conflict of Interest Policy

Pursuant to IRS Section 501(c)(3), the Association shall have a Conflict of Interest Policy as set forth in Schedule B.

Article XVI. Non Discrimination, Equal Rights and Gender Neutrality

It is the Association's strong intent to acknowledge and exist in accordance with Peter Cooper's ideals. The Association will function in all ways that are non-discriminatory, promote equal rights and are gender neutral.

Whenever words such as "he" or "his", or "chairman" appear in the above articles or the Association's By-Laws, it shall also mean "she" or "hers", or "chairperson" respectively.