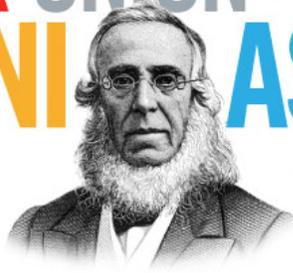


# THE COOPER UNION ALUMNI ASSOCIATION



**Meeting:** Executive Committee Meeting  
September 13, 2016

**Prepared by:** Karina J. Tipton

**Call to Order:** 6:16

**Quorum:** Yes, mid-meeting

## **Minutes**

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**Agenda item:** Set Committee Chairs

**Presenter:** Nils

- Nils presented his current slate of committee chairs. They are on the attached table.
- Nils moved for a vote to have the following Chairs approved. Sean seconded the motion, and the motion was passed. Committee chairs are: Gano Dunn, Peter Cooper, Faculty Liaison Chairs as described by Margaret, Constitution, 501c3, Tellers, Communications, Annual Fund, Membership.
- Note that the Nominating committee is determined by election.
- Committee Chairs still to be approved include: Associates, Hejduk, Election, Founders Day, and Events.
- Note that Associates is still an ad hoc committee. This will require council approval to re-authorize.
- 501c3 committee: next steps are certificate of amendment and 1023 Form. Jim recommended having the committee continue, and have him practically speaking as the chair.
- Last year there was a suggestion to create a committee to support the Alumni Trustees. This has not been formed. The purpose of this group would be for trustees to use to complete tasks, but Robert pointed out that there will be difficulties working within the constraints of confidentiality required. Determination that until other committees were chaired and fully staffed, creating a new committee should be sidebarred.

<b>Action items</b>	<b>Person responsible</b>	<b>Deadline</b>
✓ Confirm remaining committee chairs for exec comm and council vote	Nils	9/21/16
✓ Reauthorize Associates Committee Ad Hoc with Council	Karina/Nils	9/21/16
✓ Present committee chairs to council	Karina/Nils	9/21/16

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**Agenda item: Treasurer's Report**

**Presenter: Karina**

**Discussion:**

- The treasurer is required to present the annual budget to the council for vote prior to September 30. Karina presented a draft budget format for review and discussion by executive committee, and indicated that she will revise the numbers to be more precise. Jim recommended revising to more clearly indicate cash balance.
- Nils queried how the awards ceremony was run last year, and the total funds remaining after ticket and art sales. This was a net positive event.
- Jim indicated that he does not anticipate any professional or consultant fees this year until the 501c3 is filed. He will follow up to determine any fees required for the filing.
- Karina noted that the 2015 taxes are due this fall. She will prepare them and circulate to Executive Committee for review prior to filing. Sean and Robert indicated that previously filed taxes (2013) should be with Darrell, Karina will request for the CUAA files.

<b>Action items</b>	<b>Person responsible</b>	<b>Deadline</b>
✓ Revise budget for submittal to Council	Karina	9/17/16
✓ Determine fees associated with filing for 501c3 Jim		9/17/16
✓ Finalize and file 2015 taxes to IRS	Karina	10/1/16

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**Agenda item: Block Party Debrief**

**Presenter: Karina/Nils**

**Discussion:**

- A debrief meeting will be scheduled with Kelly, Casey, Vic, and others ASAP
- Update on FD BP \$ - Karina noted that we had budgeted \$8000 to raise by donations, and \$7000 in funds already in hand. There were \$6500 in donations immediately prior to the block party and approximately \$1600 raise on the day of in contributions. The total budgeted amount for the block party was approximately \$15,000, and the final tally came in just under that. Karina is preparing a full budget evaluation that will show the donations by timeframe, budget by expense grouping and actual expenses. She will share this with Kelly prior to the debrief. The executive committee had a conversation related to the funding from the school, and clarified that funds were remaining from the December allocation that were used towards this event. The June / July 2016 allocation will be reserved for the next block party.

<b>Action items</b>	<b>Person responsible</b>	<b>Deadline</b>
✓ Schedule FD BP debrief meeting	Kelly/Karina	10/1/16
✓ Prepare budget summary	Karina	10/1/16
✓ Prepare evaluation of donations for review	Karina	10/1/16

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

**Presenter: Jim**

**Discussion:**

- This was discussed last month, but not voted on. The original certificate of incorporation exists since 1943. The amendment This was circulated to the exec comm for review by

email. Nils moved to approve the certificate of amendment for distribution as circulated for the council to approve. Sean seconded and the motion passed. 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 will be circulated to Council for review and vote.

<b>Action items</b>	<b>Person responsible</b>	<b>Deadline</b>
✓ Distribute Amendment to Council	Karina	9/17/16

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**Agenda item:** 8/16/16 Meeting Minutes **Presenter:** Karina

**Discussion:**

Karina moved that the executive committee approve the 8/16/16 meeting minutes for distribution to the council. Nils seconded, the motion passes.

<b>Action items</b>	<b>Person responsible</b>	<b>Deadline</b>
✓ Distribute to Council	Karina	9/17/16

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*Note that at this time, Robert Tan departed and we no longer had a quorum.*

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

**Discussion:**

Nils reminded the committee that the bylaws were distributed for informational purposes during the constitutional approval process. Jim circulated an email earlier today describing some of the potential changes for the bylaws and Nils asked Jim to review with executive committee to finalize potential changes prior to electronic vote on by-laws for distribution to Council.

- Section IV B3. amendment to bylaws unclear and not as proscriptive as Article XII of the Constitution. Jim suggested reviewing the language to match the constitution and directly referring to that article of the constitution. The constitution clarifies the quorum and does not require all past presidents or past alumni trustees to participate in these votes. Nils confirmed that ratification of council votes is only related to the amendment of the bylaws.
- Membership requirements for council chair - currently the by-laws do not require that chairs are elected council members. This is a deviation from historic practice. There was a discussion around the inclusiveness and opening the floor for more volunteers. There's also an argument for the democratic process and the leadership roles (i.e., chair positions) of the council being determined by the election to council. The election process delivers a mandate to the committee chairs. There also needs to be a benefit statement for council members, and currently the opportunity to chair a committee is one of the only benefits to council members. Jim pointed out that the committee chairs are recommendations and requires vote from executive committee and council. Nils indicated that this is a specific item that warrants more conversation, and suggested that this section of by-laws conform with existing governance but bring this up as a topic to consider for amendment during the council year. There are situations where there may be no elected council members available, such as ad hoc committees for regional groups, or special council approval for non-council committees.

- Last meeting we discussed the president setting the agenda. There was some confusion around the general membership meetings and the council meetings, which was discussed tonight. The general membership meetings are set by the council, and the council meetings are set by the executive committee. The general membership meetings are mentioned in the constitution. Suggestion that Jim update the bylaws (Section VII K 5) to require Secretary to "record and distribute" all meeting minutes.
- Jim has received feedback from Jeff Ross, and we discussed if his points have been addressed. We have addressed his specific comments for quorum of council members (Board meetings) and transparency through requiring the secretary distribute meeting minutes. The point related to allowing the CUAA membership to review prior to the council vote was also discussed and the point that these by-laws, substantively as presented, have been discussed by council through the last year.
- Jim will make these changes and circulate to executive committee and Karina will provide to Exec Comm for vote this week.
- Conflict of Interest Policy (Schedule D) will be distributed to the council for signature. Sean is confirming against June meeting minutes that this was approved.
- Nils inquired what would happen if a council member did not want to sign the conflict of interest - we have a reasonable expectation that new council members are aware of the obligations of the constitution but previously elected council members would held on a case-by-case discussion, if necessary.
- Ciera also suggested that operations within committees could clarified in the by-laws, to the extent that membership included in committee, voting rules, etc.
- To this point, the Code of Conduct needs to be a priority for vote by executive committee this fall.

Action items	Person responsible	Deadline
✓ Incorporate changes to by-laws as discussed	Jim	9/15/16
✓ Exec Comm vote electronically to distribute to council	Karina	9/17/16
✓ If accepted, distribute by-laws to Council for review and vote	Karina	9/17/16

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**Agenda item:** **Prep for Council Orientation and Council Meeting (September 21)**      **Presenter:** **Group**

**Discussion:**

- Ciera will develop text describing what orientation is for distribution.
- Develop Agenda
  - David Minder will be present to say hello
  - Committee Chairs - describe committees and pitch for volunteers - Karina will request each committee chair tomorrow to prepare for 1-2 minutes to describe their committee and responsibilities, indicate time that people should expect to commit, show examples for volunteer opportunities, Karina also to ask chairs for current committee members.
  - Moderator to take questions about how to be a council rep - Karina will facilitate the discussion.
  - Events schedule
  - Review and vote on by-laws

- Review and vote on Certificate of Incorporation
- Collection of Conflict of Interest Policy.
- Handbook Status - in progress. Draft handbook will be prepared and ready for distribution this week. To include:
  - Letter from Nils
  - Constitution and by-laws (draft or previous)
- Materials for Council Meeting
  - Handbook
  - Draft By-laws for vote
  - Treasurer's budget for vote
  - Schedule D / Conflict of Interest Policy for signature and return
  - Certificate of Incorporation for vote
  - Spreadsheet to match every council member with committee
  - Simple contact and responsibility matrix for every committee chair
- Room for meeting has been requested but is not yet confirmed (pending the add/drop period ending today). Karina requested that someone else establish meeting technology. This should be established as a membership or communications committee obligation, with perhaps a volunteer who would like to be dedicated technology coordinator.

Action items	Person responsible	Deadline
✓ Finalize Agenda	Karina	9/17/16
✓ Finalize orientation invite text	Ciera	9/17/16
✓ Distribute Meeting Materials	Karina	9/19/16
✓ Confirm Room Assignment	Karina	9/14/16
✓ Contact chairs and ask them to be prepared for Karina/Nils "Council Rush" for committee volunteers		9/16/16

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**Agenda item: Trustee/Board Update** **Presenter: Nils**

**Discussion:**

Nils indicated that the board meeting is tomorrow. We will reach out to alumni trustees for update at the council meeting. Margaret indicated she's received some questions, namely: are Deans involved in the selection of the next president (she will mention to Kevin Slavin); and if the Council has any input into the election of the next Chair (the Alumni Trustees are not held to any direction from CUAA Council, as they must undertake fiduciary responsibility to the Board and the School, although they do serve as a communications conduit between the bodies).

Action items	Person responsible	Deadline
✓ None		

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**Agenda item: 501c3 Status and Next Steps** **Presenter: Jim**

**Discussion:**

As discussed above: pass bylaws, pass and file certificate of amendment, and file the 1023 form for IRS review and acknowledgement.

Action items	Person responsible	Deadline
✓ Determine Fees Required	Jim	9/17/16

**Agenda item:** MOA Path Forward **Presenter:** Nils

**Discussion:**

In brief, this year we will need to define our relationship with the school moving forward. Nils would like to present executive committee a process. He would like to include Karina and Carol Wolf in these discussions

**Meeting Adjourned: 8:48**

***Other Information***

Attendees (Quorum is 5):

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	
Sean Cusack BSE'98; Nominating Committee	X	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	
Ciera Lowe ChE'14; Ex-officio non-voting Executive Committee/Communications Committee Chair	X		

**Additional Invitees:**

Jim Liubicich

**Special notes:**