

**Cooper Union Alumni Association By-Laws**  
**Approved by Council Vote on May 11, 2022**

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### **Section I. General Membership Meetings**

- A. The time and place of each meeting of the general membership of The Cooper Union Alumni Association (Association or CUAA) shall be selected by the Association Council (Council) upon recommendation of the Executive Committee.<sup>1</sup>
- B. An e-mail notice announcing each meeting must be distributed to all Association members (CUAA Members) at least five (5) days prior to the date of the meeting. Notices of meetings will also be posted to the Association website.

### **Section II. Council Meetings**

- A. The President shall set the time and place for each Council meeting prescribed in Article V Section 3C of the Association's Constitution (Constitution). CUAA Members may attend Council meetings. Approved minutes of all Council meetings shall be available to the general membership.
- B. An e-mail notice of each Council meeting must be sent at least seven (7) days prior to each meeting date to Council members. Notices of meetings will also be posted to the Association website.
- C. The President-elect shall be invited to attend all Executive Committee and Council meetings 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.
- E. An emergency Council Meeting can be requested by five (5) Council members. The President shall set the time and place for the emergency Council meeting for no more than seven (7) days after the request.
- F. As required, Council meetings shall have an executive session. Executive Sessions are limited to elected Members and may be called but are limited to matters related to an elected Council member, legal actions, personnel hired by the Association, financial negotiations, and other confidential matters as ruled by the Chair. If there are any minutes of the executive session, they will be sealed and not available to the general membership.

### **Section III. Code of Conduct**

- A. The Association will maintain a written "Code of Conduct" approved by majority vote of at least a quorum of the Council.
- B. The Executive Committee will be responsible for recommending any changes to the Code of Conduct. All changes will require Council approval by majority vote of at least a quorum.

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<sup>1</sup> Unless otherwise noted, terms used herein have the same meaning as used and/or defined in the Constitution.

- C. The approved Code of Conduct shall be available to all CUAAs Members on the Association website.

#### **Section IV. Amendments**

- A. The Council shall consider proposals for amendments and follow the procedure prescribed in Articles XI and XII of the Constitution, respectively, for amending the Constitution or these By-Laws, if one of the following occur:
  - 1. When the Executive Committee makes such a request;
  - 2. When five (5) Council Members request the Executive Committee to review;
  - 3. When petitioned by at least 50 alumni representing at least five graduated classes.

#### **Section V. Distribution of Documents**

- A. Copies of the Constitution and By-Laws shall be available on the Association's website.
- B. It is the Association's goal to require all CUAAs Members to transfer documents, including ballots, electronically.

#### **Section VI. Powers in Furtherance of the Association**

The Association shall have the power:

- A. To have perpetual succession in its name.
- B. To be able to take legal action upon a majority vote of at least a quorum of the Executive Committee and a 2/3 vote of at least a quorum of the Council.
- C. To lend money and invest its funds upon a majority vote of at least a quorum of the Executive Committee and a 2/3 vote of at least a quorum of the Council.
- D. To take and hold real property upon a majority vote of at least a quorum of the Executive Committee and a 2/3 vote of at least a quorum of the Council.
- E. To make donations, for the public benefit as approved by a majority vote of at least a quorum of the Executive Committee and a 2/3 vote of at least a quorum of the Council.
- 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 Association.
- I. To remove any member of the Council from their position. The process requires a resolution from a Council member which specifies the reason for proposed removal (confidentially, if appropriate), such as failure to participate, incapacity or dereliction of

duties, or other acts inconsistent with the Code of Conduct or Conflict of Interest policies.

1. The resolution shall be sent to the Executive Committee for review and vote and shall be presented to the Council if it receives a majority vote of at least a quorum of the Executive Committee.
2. The resolution will pass if it receives a 2/3 vote of at least a quorum of the Council.
3. The subject member of the Council shall not have a vote.

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

- A. The Nominating Committee shall consist of ten (10) members, nominated and elected as prescribed in Item B of this Section, and the most recent past President of the Association in the first year after their term as President ends. Six (6) members of the Nominating Committee will constitute a quorum at all Nominating Committee meetings.
- B. The Council's role in Nominations: The Council shall, at its February meeting, nominate and approve at least eighteen (18) candidates for the Nominating Committee to serve one (1) year. The Nominating Committee may solicit additional nominations at or after the February meeting if necessary.
- C. The Nominating Committee shall:
  1. Request nominations a minimum of three (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 areas with active regional Cooper Union alumni groups to be elected members of the Council.
- D. As soon as possible thereafter, but not later than March 15 of each year, the Elections Committee shall make available an electronic ballot for the Spring Election to all registered alumni.
  1. The election shall be based on the electronic ballots received as of May 1. Any special provisions for voting non-electronically shall be considered based on individual CUAA Member requests, on an election-by-election basis.
  2. Notice by the Elections Committee shall be provided to CUAA Members by March 15 if non-electronic voting has been requested and will be accommodated.
  3. Electronic voting shall always be an acceptable way to cast a vote.

- E. Prior to the May meeting of the Council:
  - 1. The President shall appoint a Tellers Committee consisting of no less than three (3) CUAA Members who shall count the ballots and report the winning members and their vote count at the May Council 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 Chairperson. 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.
- F. If a member of the Council becomes an Officer or Alumni Trustee, the Council member shall be replaced by an alternate. See Paragraph I of this Section.
- G. 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 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 at least a quorum of the Council at its first meeting following the election.
- H. No alumnus/alumna who is an employee of The Cooper Union can serve as Alumni Trustee or President of the Association.
- I. When any vacancy occurs in Alumni Representatives of the Council, as defined in Article V, Section 3.A.2 of the Constitution, an alternate shall be selected from the alternates list by the Chair of the Nominating Committee and approved by a majority vote of at least a quorum of the Council. A vacancy in an Officer position shall be filled by an Alumni Representative upon recommendation of the President and voted in by a majority of at least a quorum of the Executive Committee.
- J. Officers
  - 1. The Officers of the Association shall be elected and shall serve as designated:
    - a. The President shall serve a 2-year term from July 1 to June 30. The President cannot be re-elected.
    - b. All other Officers shall serve a 1-year term. Officers may be re-elected for up to three (3) consecutive terms to the same position; however, the Nominating Committee may make exemptions if appropriate.

2. The President shall preside at all meetings of the Association, the Council, and the Executive Committee. In the absence of the President, an Officer, in order of succession as described in the Constitution, shall preside.
3. With the exception of the Nominating Committee, the President:
  - a. Shall be a non-voting *ex-officio* member of all committees.
  - b. Shall not appoint themselves as chairperson of any standing committee.
  - c. May not be employed as a faculty or staff member of The Cooper Union during their tenure as President of the Association.
  - d. Shall serve as a member of The Cooper Union Board of Trustees (BOT) consistent with the BOT's Constitution and By-Laws, the Charter of The Cooper Union, and New York State and Federal Law.
4. The Vice President of Alumni Activities shall:
  - 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.
5. The Vice President of Faculty and Student Liaisons shall:
  - a. Preside over the Faculty and Student Liaison Committee.
  - b. Maintain liaisons with the Deans of the College in the selection of candidates for alumni representation on the faculty and administrative committees.
  - c. Maintain liaisons with the student organizations and alumni/student committees.
  - d. Perform such other duties as assigned by the President.
6. The Treasurer shall act as general agent of the Association under the oversight of the Executive Committee and the Council and:
  - a. Shall direct the preparation and review the proposed budget annually for the operation of the Association. The Treasurer shall also review the necessary justification of this budget.
  - b. 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. Shall render a true and accurate statement of the affairs of the Association including all actual or contingent assets and liabilities. The accounts shall be audited at the end of each fiscal year and the Treasurer shall be responsible for compliance with non-profit requirements of internal control.

- d. The books and records shall be maintained by the Secretary (administrative) and Treasurer (financial) in a secure physical or virtual repository and shall be open for inspection by the Council or a Committee appointed for such purpose. All CUAA Members shall have access to information such as, for example, contingent deeds of gifts, monies, and funds of the Association, upon request and given a reasonable time frame.
7. The Secretary shall:
- a. Record all meeting minutes and serve notice as required by the Association.
  - b. Collect all Conflict-of-Interest Policy signoffs from Directors and others as required.
- K. Past Presidents: all past presidents shall have full membership on the Council for 4 years after their term as President ends. The most recent past President shall serve on the Executive Committee for one (1) year after terming off.
- L. Past and present elected Alumni Trustees to The Cooper Union shall have full membership on the Council for 4 years after their term as Alumni Trustee ends. Currently serving Alumni Trustees shall have membership on the Executive Committee.

### **Section VIII. Committees and Their Duties**

The committees of the Association shall be:

- A. Events Committee, which shall be responsible for planning and conducting all social affairs not specifically assigned to other committees. The Executive Committee shall approve all Events Committee policy decisions and proposed events by majority vote.
- B. Awards Committee, which shall be responsible for planning the CUAA Awards Ceremony around Founder's Day or other scheduled dates in coordination with the Office of Alumni Affairs and Development.
- C. Augustus Saint-Gaudens Award Committee, which shall select a living alumnus/alumna of the School of Art as the recipient of a medal for outstanding professional achievement and contribution in the arts and report their selection to the Executive Committee.
- D. Gano Dunn Award Committee, which shall select a living alumnus/alumna of the School of Engineering as the recipient of a medal for outstanding achievement in engineering, industry, science, or finance, and report the selection to the Executive Committee.
- E. John Q. Hejduk Award Committee, which shall select a living alumnus/alumna of the School of Architecture as the recipient of a medal for outstanding contributions to the theory, teaching, and/or practice of architecture and report the selection to the Executive Committee.

- F. Peter Cooper Service Award Committee, which shall select a living alumnus/alumna from any of the Cooper Union schools who best exemplifies Peter Cooper's life of public service and report the selection to the Executive Committee.
- G. Audit Committee, which shall be responsible for compliance with regard to all reporting and IRS requirements and shall periodically audit 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.
- H. Communications Committee, which shall assist in the gathering of alumni news, coordinate the creation and distribution of Association newsletters and announcements, manage the Association's social media and website content as directed by the Council, and cooperate with The Cooper Union regarding alumni communications.
- I. Membership Committee, which shall promote participation of CUAA Members and the growth of the Association. This will be practically accomplished by managing and coordinating issues related to the Association's databases, contact lists, special interest groups, and regional groups.
- J. Tellers Committee, which shall review and tabulate ballots and report results to the Council following each election.
- K. The Executive Committee, which shall be composed of the current Officers the immediate past President (in their first year after their term as President ends), the Chairpersons of the Annual Fund, Communications, and Nominating Committees, and the Alumni Trustees on the BOT.
  - 1. 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, as well as preparing agendas for Council Meetings. Five (5) members of the Committee shall constitute a quorum at any meeting of the Executive Committee.
  - 2. It shall have the power to instruct the Treasurer by quorum majority vote to expend funds within the limits of the Council's approved budgets.
  - 3. The Executive Committee shall be chaired by the President. The Secretary shall be obligated to prepare agendas and minutes and shall receive reports from all committees. Minutes of all Executive Committee meetings shall be distributed to the Council via the Association's website or other means.
  - 4. Executive Committee members' voting privileges shall not be transferable to any other persons.
- L. The Annual Fund Committee, which shall conduct the annual giving campaign with the assistance of the Cooper Union Office of Alumni Affairs and Development.



- M. The Nominating Committee, which shall be constituted and shall function in accordance with Section VI of these By-Laws and all provisions of the Constitution.
- N. The Election Committee, which shall be responsible for holding all elections, providing CUAA Members with information about the candidates, and verifying requests for voting privileges.
- O. The Faculty and Student Liaison Committee, which is chaired by the Vice President of Faculty and Student Liaisons, shall consist of alumni representatives as determined in agreement with The Cooper Union and establish procedures for working with faculty, student, and administrative committees of The Cooper Union.
- P. Ad hoc committee(s), which may be appointed at any time by the President with approval of the majority of at least a quorum of the Executive Committee. Ad hoc committees shall submit timely reports to the Executive Committee, and have their objectives and goals approved by the Executive Committee. Ad hoc committees shall expire at the end of the CUAA year in which they were appointed and may be renewed by a majority vote of at least a quorum of the Executive Committee.
- Q. Constitution Committee, which shall be constituted on an ad-hoc basis by the Executive Committee and charged with evaluating, drafting, and/or recommending amendments to the Constitution, these By-Laws, and/or other CUAA governing documents when so requested by the Executive Committee or Council. The Constitution Committee shall be reconstituted as necessary on a project-specific basis.
- R. The President shall appoint, and the Executive Committee shall approve by majority vote, a Chairperson for all committees except the Executive, Nominating, and Faculty and Student Liaison Committees. Only members of the Council may be appointed as Chairpersons of standing committees.
- Q. The Chairperson of each committee may appoint additional members to the committee from the Council or general membership. A Chairperson may appoint a committee member as a Vice-Chairperson.
- R. The President shall be a non-voting *ex-officio* member of every committee, except for the Nominating Committee.
- S. No committee shall make binding commitments with outside parties on behalf of the Association without the approval of the Executive Committee and, if required by New York State or Federal law, the CUAA Constitution, the Charter of The Cooper Union, or these By-Laws, of the Association's Board of Directors.

## **Section IX. Awards**

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

- A. Gano Dunn Award to a living alumnus/alumna of either the School of Physics or the School of Engineering for outstanding achievement in engineering, industry, science, or finance.
- B. Augustus Saint-Gaudens Award to a living alumnus/alumna of the School of Art for outstanding professional achievement and contribution in the arts.
- C. John Q. Hejduk Award to a living alumnus/alumna of the School of Architecture for outstanding contributions to the theory, teaching and/or practice of architecture.
- D. Peter Cooper Service Award to a living alumnus/alumna of any of the Schools for outstanding public or humanitarian service.
- E. Outstanding Alumnus/Alumna of the Year to an alumnus/alumna for outstanding dedication and commitment to the Association and The Cooper Union demonstrated over a multi-year period. The awardee is selected by the Executive Committee.
- F. Outstanding Young Alumnus/Alumna of the Year to an alumnus/alumna who is 40 years old or younger, for outstanding dedication and commitment to the 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/alumna for extraordinary service.

#### **Section X. Finances**

- A. Consistent with the Association's not for profit status and its financial independence, it is the goal of the Association to solicit and accept financial contributions and or membership fees to fulfill its Vision, Purpose, Mission, Objectives and Activities that may be tax deductible for the donors per applicable laws and regulations.
- B. The Treasurer shall assist in the preparation of a draft budget and obtain approval from the Executive Committee, then the Council.
- C. All expenses above \$100 must be approved in advance by two of the four following individuals and 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 Board of Trustees**

- A. Alumni Trustees shall be elected in accordance with the Association's Constitution, these By-Laws, and the By-Laws of The Cooper Union Board of Trustees.
- B. In no event will the number of Alumni Trustees inclusive of the Association President be less than five (5) (i.e., four elected Alumni Trustees and the Association President). Additional Special Alumni Trustee Elections as approved by the Council and as required to support The Cooper Union will be held. Special Elections shall conform to the established practices of the annual election and as described herein.

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- C. In case of inability of an elected Alumni Trustee on the BOT to serve their full term, the Council shall designate by a 2/3 vote of at least a quorum an alternate Alumni Trustee to serve the unexpired term subject to acceptance by the BOT. The candidate shall be nominated by the Nominating Committee.
- D. Alumni Trustees shall serve as members of The Cooper Union's BOT consistent with the Association's Constitution, these By-Laws, The Cooper Union BOT's Constitution and By-Laws, the Charter of The Cooper Union, and New York State and Federal Law.
- E. The Alumni Trustees elected by CUAA Members shall serve in a liaison capacity between the Council and BOT and are expected to attend Executive Committee and Council meetings.
- F. No Alumni Trustee shall be eligible for election by CUAA Members to serve more than one full term, in addition to filling a possible vacancy among the Alumni Trustees, on the BOT. A past Alumni Trustee is eligible for election to any Officer position of the Association.
- G. The President of the Association shall also serve on the BOT of The Cooper Union, coinciding with the President's term, consistent with the Association's Constitution, these By-Laws, The Cooper Union BOT's Constitution and By-Laws, the Charter of The Cooper Union, and New York State and Federal Law.