

# **Yale Club of Utah**

## **BYLAWS**

### **Article I: Name**

The name and title of this organization shall be Yale Club of Utah, also known as YCU. YCU shall be a not- for-profit corporation organized under the laws of the State of Utah, created for charitable and educational purposes in the tradition of Yale University, hereinafter “Yale.”

### **Article II: Office**

YCU shall maintain a registered office and registered agent in accordance with the Yale Alumni Association. The address of the current registered office, and the name of the current registered agent of YCU, as filed with the Yale Alumni Association may be changed by the Board of Directors.

### **Article III: Mission, Purposes, Code of Conduct**

**Section 1: Mission.** YCU is dedicated to the promotion of the welfare of Yale, the preservation of its traditions of excellence in education, community service, and the advancements of Yale’s historically respected values in Utah. YCU seeks to advance those principles through an active and vigorous local alumni association.

**Section 2: Purposes.** The overall purpose of YCU shall be exclusively educational and charitable within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any subsequent tax laws of the United States. The purposes of YCU include those provided for in the Articles of Incorporation and include, but are not limited to, the following:

- To strengthen and support an engaged community of Yale alumni, parents and friends in Utah;
- To encourage and facilitate the participation of alumni in the continuing life of Yale;
- To promote Yale in Utah and encourage the interest of qualified applicants to Yale, including to assist Yale in the recruitment thereof;
- To further the intellectual life of its members and enhance the sense of belonging and mutual assistance among members of the Yale community residing in Utah;
- To sponsor and participate in service opportunities in Utah;

- To give back to the Utah community in recognition of the privilege and responsibility that come with holding a Yale degree, as manifested in outreach initiatives to, social justice movements for, and pursuit of positive impacts on, communities in Utah; and
- To raise funds for charitable purposes, including the raising of scholarship funds for Yale students, contributions for a specific purpose or general support of YCU or Yale, and promoting the donation of gifts to Yale.

**Section 3: Code of conduct.** The YCU is committed to promoting and maintaining a strong sense of community among alumni and in support of Yale. The YCU expects its officers and board to sponsor programs and activities that are inclusive, protect confidential information regarding alumni and students, refrain from engaging in or promoting commercial ventures or political activities, and at all times adhere to Yale’s policies on non-discrimination and harassment.

## **Article IV: Limitations and Restrictions**

**Section I: Use of income.** No part of the income or net earnings of the YCU shall inure to the benefit of, or be distributable to, its members, directors or officers; provided, however, that the payment of reasonable compensation for services rendered, reimbursement of expenses incurred in support of the YCU’s business, and the making of distributions upon dissolution or final liquidation, as permitted by the laws of the United States and the state in which the CSN is located, shall not be deemed a distribution of income.

**Section 2: Political activities and free discourse.** No part of the activities of the YCU shall consist of the carrying on of propaganda, or otherwise attempting to influence legislation. The YCU shall neither participate nor intervene in any political campaign on behalf of any candidate for public office, nor shall it take a position on any issue raised in a political campaign for the purpose of aiding or opposing a candidate. This shall not constrain the YCU from supporting activities that promote discussion, debate, education, or awareness of social issues that impact the Yale community and the Utah. The YCU is committed to the principles of open discourse and supports intellectual diversity as essential for advancing critical inquiry of the kind for which Yale is well known.

**Section 3: Exempt activities.** The YCU shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(a) and Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any subsequent tax laws of the United States.

**Section 4: Diversity, equity and inclusion.** The YCU shall not discriminate by reason of race, creed, age, color, religion, national or ethnic origin, political belief, military/veteran status, sexual orientation, gender identity, or disability. The YCU shall seek to represent and foster the diversity of the Yale community in Utah, and to reflect the Yale Alumni Association’s principles of diversity, equity and inclusion in its activities and leadership. Diversity here refers to life history, culture, identity, worldview and ideas, among other aspects of human experience.

**Section 5: Distribution of income.** The YCU shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent tax laws of the United States.

**Section 6: Self-dealing.** Neither The YCU, its members, directors or officers shall engage in any act of self-dealing as defined in Section 494 l(d) of the Internal Revenue Code of 1986, as amended,

or corresponding provisions of any subsequent tax laws of the United States.

## Article V: Membership

Any person who appears in Yale University's records with a current residential address within the YCU's geographic territory, which is defined as zip codes or territories assigned to the YCU by the Yale Alumni Association, is automatically a Member of YCU if identified by the university as:

- a Yale alumnus or alumna, as defined by the constitution of the Yale Alumni Association;
- a current Yale student;
- the parent, spouse, or widow/widower of a Yale alumnus/a or Yale student;
- a current or former member of the Yale faculty; or
- the recipient of an honorary degree from Yale.

From time to time, the Board of Directors may also choose to confer honorary membership in the YCU.

## Article VI: Board of Directors

**Section 1: General powers.** The affairs and funds of the YCU shall be managed by a Board of Directors.

**Section 2: Composition of the Board.** The Board of Directors shall consist of Regular Directors and Ex-officio Directors as follows:

(a) **Regular Directors** shall comprise the four (4) or five (5) officer positions constituting the Executive Committee outlined in Article VII, Section 1 plus up to five (5) additional Directors, with a minimum of three (3) and a maximum of ten (10). All Regular Directors shall be elected to the Board through the voting procedures stipulated in Article VI, Section 3.

(b) **Ex-officio Directors** shall have the same voting rights as Regular Directors, and may include:

- the immediate past President;
- the current Yale Alumni Association Delegate(s) from the YCU;
- any Director(s) of the Yale Alumni Schools Committee(s) within the YCU's geographic territory, as recognized by Yale's Office of Undergraduate Admissions;
- any local chapter Chair or President of any of Yale's graduate and professional school alumni associations; and
- any local chapter Chair or President recognized by the Yale Alumni Association of any Yale Shared Interest Group that sends delegates to the annual Yale Alumni

Association Assembly.

**Section 3: Election of Board.** The YCU shall hold elections for Regular Directors at each Annual Meeting, with each Annual Meeting scheduled as specified in Article IX, Section I. Members may nominate themselves or other members to be considered for service as Regular Directors. Where possible, voting shall be structured so that the terms of two (2) to three (3) of the non-Executive Committee members expire at each meeting.

**Section 4: Term of service as Regular Director.** All Regular Directors shall commence their terms immediately upon election and serve until the following year's Annual Meeting or until replaced by election, resignation, incapacity or removal.

**(a) Term limits.** Any Regular Director who has served on the Board of Directors for eight (8) consecutive years in any office must rotate off the Board of Directors for a minimum of two (2) years.

**(b) Vacancies.** The Board of Directors is empowered to fill any vacancy occurring in its Regular Directors by reason of death, resignation, incapacity or removal, and such person shall serve for the unexpired term of the Regular Director so replaced, unless a shorter term shall be designated by the Board of Directors.

**Section 5: Removal.** Any Regular or Ex-officio Director may be removed for good cause, by the vote of two-thirds (2/3) of the Directors present at any meeting of the Board of Directors, provided that notice of such proposed action be given to such Director and to each Director at least ten (10) days before the date of such meeting. The Director subject to removal shall have the opportunity to be heard at such meeting.

**Section 6: Appointment of committees.** The Board of Directors may appoint Standing Committees and/or Ad-Hoc Committees to address matters or organize activities that seem fitting.

**(a) Definitions:**

- **Standing Committees.** Standing Committees are ongoing groups responsible for critical YCU functions such as (but not limited to) fundraising, outreach, nominations, community relations, admissions assistance, and interviews. Standing Committees do not expire unless the Directors vote to dissolve them. Service on Standing Committees shall be limited to members of the YCU.
- **Ad-Hoc Committees.** Ad-Hoc Committees are groups created for a specific purpose such as (but not limited to) events or timely initiatives. Ad-Hoc Committees are created with a specific expiration, either a calendar date or upon the completion of the project for which the Ad-Hoc Committee was purposed. An Ad-Hoc Committee dissolves immediately upon its expiration point and is not renewed. Service on Ad-Hoc Committees is open to members and non-members of the YCU.

**(b) Creation of committees:** A Director may propose the creation of a Standing Committee or Ad-Hoc Committee at any regular or special meeting of the Board of Directors; and submit the proposal to a vote. The proposal must indicate the chair, number of seats (if applicable), timeline (if applicable), goals, and purpose of the Standing Committee or Ad-Hoc Committee. A majority of the Board of Directors must vote to affirm the creation of the Standing Committee or Ad-Hoc Committee. Nominations to these bodies may be made by

members of the YCU to the Board of Directors. The Directors shall vote on rosters of candidates to these bodies.

## **Article VII: Officers**

**Section 1: Titles and duties.** The officers of the YCU, collectively known as the “Executive Committee,” shall include:

- **A President.** The President shall be the chief executive officer of the YCU, and shall preside over both Annual Meetings and meetings of the Board of Directors. Subject to the direction of the Board of Directors, the President shall have general and active control of the business of the YCU, and shall see that directives of the Board of Directors are executed. Among other things, the President shall:
  - Coordinate overall activities
  - Interface with AYA
  - Develop and distribute meeting agendas
  - Work with all officers and committees to assist and coordinate their duties
  - Keep and maintain archives with the Secretary and IT officer
  - Oversee board succession planning with the nominating committee
  - Ensure YCU's activities and processes remain in compliance with YCU objectives and goals.
  - Have the power to appoint members to carry out duties and activities for YCU purposes.
  - Be an authorized signatory on accounts.
  - Serve ex officio on all committees.
- **A Vice President.** The Vice President shall serve in the absence or during the disability of the President and have all the powers and perform all the duties of the President. The Vice President shall also have responsibility for outreach, public relations, communications, and events coordination on behalf of the YCU. Among other things, the Vice President shall:
  - Perform the duties of President as respectively assigned or in event President is unable or unwilling to perform duties.
  - Work with members to develop programming, budget for events.
  - Strategize to accommodate membership's broad constituents and interests.
  - Share responsibility with the Treasurer in event the Treasurer is unable to fulfill duties at any given time.
  - Oversee, develop and report on an outreach program to help achieve the YCU goal of promoting, facilitating and advancing an inclusive, constant, vibrant Yale community in Utah.
- **A Secretary.** The Secretary shall record and keep minutes of the meetings of the Board of Directors, and maintain the YCU's Bylaws and Articles of Incorporation, if applicable. Among other things, the Secretary shall:
  - Record minutes
  - Keep membership records up-to-date.
  - Have primary responsibility to maintain archives.
  - Share responsibility for and access to electronic accounts (including website) with IT officer and at least one other Board member.
  - This position may be held by the same person as IT/Communications officer,.

- **A Treasurer.** The Treasurer shall be the principal accounting and financial officer of the YCU. Among other things, the Treasurer shall:
  - Keep financial records
  - Have primary access to monies
  - Be responsible for legal and accounting compliance.
  
- **An IT/Communications Officer.** The IT/Communications officer shall be the principal officer involved in managing the YCU's website and emails and other communications. Among other things, the IT/Communications officer shall:
  - Be responsible for all electronic communications with membership, working with Secretary to post timely YCU communications via electronic means
  - Act as the primary account holder for various electronic means of communication, responsible for maintaining accounts.
  - Share responsibility for and access to electronic accounts (including website) with at least the President and one other Board member.
  - Help lead and guide decisions for using electronic means to conduct YCU business.

**Section 2: Term of office.** Officers shall be elected every two years for a term of two (2) years or until their successors are duly elected and qualified.

**Section 3: Term limits.** Subject to the overall term limits specified in Article VI, Section 4(a) for all Regular Directors, officers may serve up to four (4) consecutive years in any given position, after which they must rotate off said position for a minimum of two (2) years. Anyone who has served on the Executive Committee for six (6) consecutive years in any office must rotate off the Executive Committee for a minimum of two (2) years.

**Section 4: Removal.** Any officer may be removed for good cause, by the vote of two-thirds (2/3) of the Directors present at any meeting of the Board of Directors, provided that notice of such proposed action be given to such officer and to each Director at least ten (10) days before the date of such meeting. The officer subject to removal shall have the opportunity to be heard at such meeting.

**Section 5: Compensation.** Officers shall not receive any compensation for their services, but may be reimbursed for their reasonable expenses and disbursements on behalf of the YCU.

**Section 6: Election.** Candidates for officer positions in the YCU may be nominated by YCU members. For elections subsequent to the initial year of formation, nominations must occur not fewer than thirty (30) days prior to the annual election of the Board of Directors. Candidates must submit a written statement expressing their qualifications and purpose in seeking an officer position not fewer than twenty-one (21) days prior to the annual election of the Board of Directors.

During the annual election of the Board of Directors, nominees for officer positions will also be submitted to election by the members of the YCU, with each member casting one vote for each officer position.

**Section 7: Eligibility.** To serve as an officer of the YCU, candidates who are new to the board or to being an officer must commit to attend no fewer than fifty percent of all meetings of the board of the YCU to be held during their term of office, excluding meetings to which the candidate may have not been entitled to attend. To stand for re-election, or for those already serving on the board, the foregoing commitment must be met during their term of office or during the prior 12 month period. To determine eligibility for re-election, the Secretary will be asked to provide a report on attendance at all meetings during the one year period prior to the annual election.

## **Article VIII: Yale Alumni Association Representation**

The Board of Directors shall elect representatives from the YCU to serve as Delegates to the Yale Alumni Association (YAA) Annual Assembly, each to serve such length of term as the Yale Alumni Association specifies. Delegates must be members of the YCU and, as specified by the Yale Alumni Association Constitution, must be degree-holding graduates from a Yale school.

## **Article IX: Meetings**

**Section 1: Annual Meeting.** The Board of Directors shall hold a regular Annual Election Meeting for the purpose of electing Regular Directors and for the transaction of such other business as may come before the members, pursuant to the processes stipulated in Article VI, Section 3, and Article VII, Section 7.

- (a) The interval between Annual Meetings shall be no less than 340 days, and no more than 390 days.
- (b) Annual Meetings shall be conducted in a public place, provided that notice of the election is disseminated to all known YCU Members at least fourteen (14) days prior to the election.
- (c) All members of the YCU may vote in the Annual Meeting. The Board of Directors may determine whether members may vote electronically or by mail.
- (d) The Annual Meeting shall occur on the second Thursday in March of each year, if not otherwise determined by the Board of Directors.

**Section 2: Regular meetings.** The Board of Directors shall meet at such time and place as may be designated by the President. Notice of any Board of Directors meeting shall be given to each Director at least five (5) days before the meeting date.

**Section 3: Quorum and voting.** One-half (½) of the Regular Directors (all regular members of the Board of Directors, including Officers) then in office shall constitute a quorum for the transaction of business at any meeting of the Board. The act of a majority of the Directors physically or virtually present (e.g. via internet or conference call) at a meeting at which a quorum exists shall constitute an act of the Board of Directors, unless otherwise stipulated by [the Articles of Incorporation or]



these Bylaws. If less than a quorum is present, a majority of the Directors present may adjourn without further notice.

## **Article X: Execution of Instruments**

**Section 1: Contracts.** The Board of Directors, by majority vote, may authorize any officer to enter into any contract or execute any instrument on behalf of the YCU. Any contract involving an expenditure by the YCU in the amount of \$1,000 or more must be authorized by the Board of Directors. Any contract involving an expenditure by the YCU in an amount less than \$1,000 may be approved by the President or in the absence of the President, by the Vice President.

**Section 2: Checks and payments.** Except as otherwise specifically determined by the Board of Directors, all checks and payments of money shall be authorized by the Treasurer and by the President or Vice President. If the check or payment of money is a reimbursement to be made payable to the Treasurer, President or Vice President, the check or payment of money shall be authorized by two other officers.

## **Article XI: Property Interests**

**Section 1: Use of Income.** The YCU shall conduct its business without profit to itself or its members. The income of the YCU shall be held and used in the discretion of the Board of Directors, to carry out the purposes of the YCU, and without profit to any member of the YCU.

**Section 2: Distribution of assets on dissolution.** The YCU may dissolve and wind up its affairs in accordance with any applicable statute or if none upon vote of a two thirds (2/3) majority of the Board of Directors. Upon dissolution, the Board of Directors shall, after paying or making provisions for the payment of all liabilities, dispose of the YCU assets exclusively for use by Yale University.

## **Article XII: Financial Sustainability and Support**

The YCU may obtain financial support through a variety of means, which may include: voluntary contributions from members solicited through a yearly sponsorship drive, event fees, event sponsors, and in-kind donations from local businesses and entities. The YCU may also seek support from Yale for its activities. The YCU shall not seek financial support that would jeopardize its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any subsequent tax laws of the United States.

## **Article XIII: Fiscal Year**

The YCU's fiscal year shall run from July 1 to June 30 of each year.

## **Article XIV: Suits and Indemnification**

Any person made a party to any action, suit, or proceeding because he or she is or was a director or officer of the YCU shall be indemnified by YCU against any loss, cost, damage, or expense actually and necessarily incurred by him or her in connection with the defense or settlement of any such action, suit, or proceeding, pending or threatened, or in connection with any appeal therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such officer or director is liable for gross negligence or misconduct in the performance of his or her duties as an officer or director.

## **Article XV: Amendments**

The Board of Directors has the power to alter, amend or repeal the Bylaws. Such action may be taken by a two-thirds (2/3) vote of all the Directors present at any meeting. Notice of the proposed Bylaw amendments shall be provided to the Directors with the meeting notice. Any such amendment shall become effective immediately unless specified otherwise at the time of its adoption. The Bylaws may not contain any provisions for the regulation and management of the YCU that is inconsistent with law or the Articles of Incorporation.

## **Article XVI: Notice**


Any notice provided for in these Bylaws may be made by U.S. Mail, in-person delivery, e-mail, or any other electronic or telephonic means.

## **Article XVII: Conflicts of Interest**

No contract or other transaction of the YCU shall be affected or invalidated, in the absence of fraud, by the fact that any Director or Officer of the YCU who is also a director, officer or member of any corporation, firm or association may be a party to or may have an interest, pecuniary or otherwise, in any such contract or other transaction, provided that the nature and extent of his or her interest was disclosed to or acknowledged by the Board of Directors before acting on such contract or other transaction. Any Director of the YCU who is also a director, officer, or member of any corporation, firm or association with which the YCU proposes to contract or transact any business, or who has an interest, pecuniary or otherwise, in any such contract or other transaction, may not be counted in determining the existence of a quorum at any meeting of the Board of Directors which shall authorize any such contract or transaction. Any such contract or transaction may be authorized or approved by a majority of the Directors then in office and qualified to vote on such matters.

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These bylaws were approved by the Board of Directors of Yale Club of Utah on March 24, 2022.

Signed:  \_\_\_\_\_

Secretary, Yale Club of Utah

Date: Feb 5, 2023 \_\_\_\_\_






# YaleClubofUtahNewBylaws\_(Final Approved)

Final Audit Report

2023-02-05

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