

## Yale Club of Utah By-laws

### **I. Purpose/Mission Statement**

- a. Promote, facilitate and advance the existence of an inclusive, constant, vibrant Yale community in Utah.
- b. Promote and enhance reputation of Yale in our state.
- c. Recruit students for Yale
- d. Promote educational opportunities for members.
- e. Encourage members to make charitable and/or public service contributions to our state and Yale.

### **II. Membership**

- a. Members include any graduate or former student of the University; parents, spouse or partner, of any graduate or student; faculty and staff of Yale University; in the state. Any person interested in furthering the work and purposes of this Club and others as put forth to the Board of Directors may be elected by Board of Directors as honorary Club members.
- b. Voting
  - i. Dues-paying Yale degree holders are entitled to one vote each at the annual meeting. Any member eligible to vote is entitled to notice of meeting, and may vote in person or by proxy.
  - ii. Any member eligible to vote is eligible to run for officer or Board positions.

### **III. Governance**

- a. Officers:
  - i. Elected at annual meeting, except ASC Director. Members are called on to nominate candidates to be submitted to Nominating Committee. **Nominees for Treasurer must be current, active Yale Club of Utah Board Members.**
  - ii. Terms of office: two years; term begins immediately upon election. May be re-elected for consecutive terms.
  - iii. Vacancies, removal, resignation – interim officers may be appointed by vote of Board; officers may be removed by vote of Board if duties are not performed or officer acts unethically. Officer resignations to be submitted in writing to Board as soon as possible before vacating office. Vacancies to be voted on at next annual meeting to fill out term or serve new term. In the event any officer or board/committee position remains unfilled at the time of election, Board shall appoint a member to serve in interim capacity until vacancy is filled by election.
  - iv. Officers' duties - Duties of officers are delineated below, but at any time as necessary, may be shared between officers and board.

**1. President/AYA Delegate**

- a) Coordinates overall activities
- b) Interfaces with AYA
- c) Develops meeting agendas
- d) Works with all officers and committees to assist and coordinate their duties
- e) Keeps and maintains archives with Secretary and IT officer
- f) Oversees board succession planning with the nominating committee
- g) Ensures club's activities and processes remain in compliance with club objectives and goals.
- h) Has the power to appoint members to carry out duties and activities for club purposes.
- i) Is an authorized signatory on accounts.
- j) Ex officio on all committees.

**2. Vice-President**

- a) Performs duties of President as respectively assigned or in event President is unable or unwilling to perform duties.
- b) Works with members to develop programming, budget for events.
- c) Strategizes to accommodate membership's broad constituents and interests.
- d) May share responsibility with Treasurer in event Treasurer is unable to fulfill duties at any given time.

**3. Secretary**

- a) Records minutes
- b) Creates newsletter
- c) Keeps membership records up-to-date.
- d) Helps maintain archives.
- e) Shares responsibility for and access to electronic accounts (including website) with IT officer and at least one other Board member.
- f) This position may be held by the same person as IT officer, if feasible.

**4. IT and Communications officer**

- a) Responsible for all electronic communications with membership, working with Secretary to post timely Club communications via electronic means
- b) As the primary account holder for various electronic means of communication, responsible for maintaining accounts.

- c) Shares responsibility for and access to electronic accounts (including website) with at least President and one other Board member.
- d) Helps lead and guide decisions for using electronic means to conduct Club business.

**5. Treasurer**

- a) Keeps financial records
- b) Has primary access to monies
- c) Responsible for legal and accounting compliance.

**6. ASC Director**

- a) leads Alumni Schools Committee
- b) works with Club to promote ASC aims.

b. Board of Directors:

- i. Consists of officers plus up to five (5) Directors elected through annual meeting, maximum total 10 members of Board.
- ii. Term of 2 years, with 2 or 3 (alternating years) non-officer members' terms expiring each year at the annual meeting of voting members.
- iii. Directors' role and obligations - attend 2 board meetings per year; participate in committees; attend, support, participate in programs and events; help club fulfill mission/objectives; bring personal and professional expertise and that of others to support club.
- iv. Board member removal, resignation, vacancies - Board member may be removed by vote of Board if duties are not performed or member acts unethically. Resignations to be submitted in writing to Board as soon as possible before vacating office. Vacancies to be voted on at next annual meeting to fill out term or serve new term. In the event any officer or board/committee position remains unfilled at the time of election, Board shall appoint a member to serve in interim capacity until vacancy is filled by election.

v. Board Meetings:

- 1. There will be a minimum of two (2) board meetings per year, one of which is the annual membership and election meeting.
- 2. Notice of meeting given by President or Secretary to Board at least 7 days prior to meeting.
- 3. Quorum - majority of board members, but no less than 5 members.
- 4. Meeting format:
  - a. adoption of agenda prior to meeting
  - b. adoption of previous meeting's minutes
  - c. financial report
  - d. committee reports

- e. plans for future, issues for discussion
    - f. adjournment
  - vi. Electronic communication in lieu of meeting can result in Board resolutions with agreement of majority of Board members. Resolutions and actions taken via electronic means to be recorded in meeting minutes.
- c. Committees:
  - i. Committees and committee chairs can be appointed by president as necessary to carry out aims and objectives of the Club and to properly administer its affairs. Committees report to Board of Directors.
  - ii. Standing Committees:
    - 1. Planning and Events Committee - plans events and strategizes for club purposes as a group. This committee's membership is always open to Club members at all times.
    - 2. Alumni Schools Committee - aids in all efforts to identify, recruit and recognize high school students for potential admission to Yale, book awards, scholarships, interviewing. Headed by ASC Director.
- d. Annual Meeting of Membership and Election
  - i. Held at time and place set by BOD.
  - ii. Notice sent electronically maximum 30 days in advance, but not less than 10 days in advance.
  - iii. New Directors/officers to be voted in at annual meeting,
    - 1. attending members vote in new officers/directors;
    - 2. proxy votes can be received electronically or otherwise prior to meeting.
    - 3. Votes shall be tallied at meeting and election results posted on website and announced via primary means of Club communications.

#### **IV. Financial**

- a. The fiscal year shall be determined by the Board of Directors.
- b. The club shall operate in such a way as to qualify for tax deductions normally granted to charitable and educational organizations for sales, income and other taxes.
- c. Income received by the Club may include, but is not limited to, dues, contributions, event income in excess of expense, and bequests. Dues, if in place, shall be set by the Board of Directors. The Club may solicit contributions and bequests for a specific purpose or for the general support of the Club. Unless designated for a specific purpose by the Board of Directors, any income shall become part of the general funds of the Club.
- d. No part of the net earnings of the Club shall inure to the benefit of, or be distributable to its directors, officers or other private persons, except that

the Club shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these by-laws.

- e. Financial records shall be kept by the Club Treasurer and shall become part of the Club's archives.
- f. Upon dissolution of the Club and after paying or providing for the payment of all its liabilities, the Board shall in its sole discretion dispose of all the Club's assets exclusively either in furtherance of the Club's exempt purposes or to any other organizations or organizations that then qualify as exempt organizations under Section 501(c)3 of the Code.

#### **V. Indemnification**

The Club shall indemnify each Director and Officer against all judgments, fines, settlement payments and expenses, including reasonable attorney's fees, paid or incurred in connection with any claim, action, suit or proceeding, civil or criminal, to which he or she may be made a party of and with which he or she may be threatened by reason of his or her being or having been a Director or Officer of the Club or by reason of any action or omission by him or her in such capacity, whether or not he or she continues to be a Director or Officer at the time of incurring such expenses or at the time the indemnification is made. No indemnification shall be made hereunder (i) with respect to payment and expenses incurred in relation to matters to which he or she shall be finally adjudged in such action, suit, or proceeding not to have acted in good faith and in the reasonable belief that his or her action was in the best interests of the Club or (ii) if otherwise prohibited by law. The foregoing right of indemnifications shall not be exclusive of other rights to which any Director or Officer may otherwise be entitled and shall inure to the benefit of the executor or administrator of the estate of such Director or Officer.

#### **VI. Conflicts of Interest**

No contract or other transaction of the Club shall be affected or invalidated, in the absence of fraud, by the fact that any Director or Officer of the Club 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 Club who is also a director, officer, or member of any corporation, firm or association with which the Club 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.

## **VII. Amendments**

- a. These by-laws may be amended by a two-thirds (2/3) majority vote of the whole Board of Directors present in person or represented by proxy at a meeting.
- b. Adoption of these by-laws will simultaneously repeal all previous by-laws.

Revised and approved by Yale Club of Utah Board, March 12th, 2019. Victoria Su, Amy Coleman, Ken Kilgore, George Garvin, Tova Choate, Alan Hurst, Bob White, Anne Lin, Kristin South

### *PAST REVISIONS:*

Revised and approved by Yale Club of Utah Board, March 13th, 2018.

Previous version: December 4, 2016. These bylaws were last revised on December 4, 2016, after approval by a majority vote of the following interim board members: Victoria Su, Amy Coleman, George Garvin, Richard Ellis, Karen Horne, Colin Kruger