

Sample By-Laws

The Yale Club of Boston
Established 1867

By-Laws
August, 1993

Article I - Name

The name of the association shall be The Yale Club of Boston.

Article II - Purposes

The purposes of the Club shall be to foster a continuing educational and philanthropic relationship between Yale alumni in eastern Massachusetts and the University, its students, and faculty; to assist students from eastern Massachusetts to attend Yale University through guidance and financial assistance; to provide programs for the continuing education of Yale alumni; to facilitate the meeting of Yale alumni with one another; to encourage Yale alumni to make contributions to public service; and generally to enhance the reputation of Yale University in eastern Massachusetts.

Article III - Members

Section 1 - Membership

The members of the Club shall consist of Life Members, Honorary Members, and Regular Members.

1.1 Life Members. Life Members shall include all persons who were enrolled as Life Members as of March 23, 1933.

1.2 Honorary Members. Honorary Members shall be all persons who were Honorary Members on March 23, 1933, and such additional persons as may be elected (a) by unanimous vote of the Board of Directors or (b) by two-thirds vote of the members entitled to vote at any meeting of the members, present in person or represented by proxy.

1.3 Regular Members. Regular Members shall be persons who hold Yale degrees, who have been students or faculty members in any department or school of Yale University, or who are parents of Yale undergraduate or graduate students or of Yale degree holders, and who shall have complied with such additional requirements as the Board of Directors may establish from time to time.

Section 2 - Dues

Life Members and Honorary Members shall be exempt from paying dues. Regular Members shall pay such dues as the Board of Directors may determine from time to time. Regular Members may be classified by class, degree, or otherwise and need not be required to pay identical dues.

Section 3 - Meetings

The annual meeting of members shall be held on such date within the months of April or May and at such place within the Commonwealth of Massachusetts as the Board of Directors may designate. At the annual meeting any business may be transacted whether or not the notice of such meeting shall have contained a reference thereto. Special meetings of members may be called by the President or by the Board of Directors and shall be called by the Secretary, or in the case of death, absence, incapacity, or refusal of the Secretary, upon written application of twenty-five members of the Club. At any special meeting, only business to which a reference shall have been contained in the notice of such meeting may be transacted.

Section 4 - Notice of Meetings

Written or printed notice of each meeting of members, stating the place, date, hour, and purposes of the meeting, shall be given by the Secretary or other officer calling the meeting at least ten days, but not more than thirty days, before the meeting to each member by leaving such notice with him at his or her residence or usual place of business or by mailing it, postage prepaid, and addressed to the member at his or her address as it appears in the records of the Club. No notice need be given to any member if he or she waives such notice before or after the meeting, or attends the meeting.

Section 5 - Quorum

At all meetings of members, fifteen members present in person or represented by proxy at the meeting, or a majority of all the members of the Club, whichever is less, shall constitute a quorum. The members present at a duly organized meeting may continue to transact business until adjournment notwithstanding the withdrawal of one or more members so as to leave less than a quorum.

Section 6 - Voting

At all meetings of members, each member of the Club shall be entitled to one vote. Any member who may vote may vote in person or by proxy dated not more than six months prior to the meeting and filed with the Secretary. Except as otherwise provided by law or these By Laws, at all meetings of members all questions shall be determined by a majority vote of such members entitled to vote, present in person or represented by proxy.

Article IV - Directors

Section 1 - Powers

The affairs of the Club shall be managed by a Board of Directors who may exercise all the powers of the Club.

Section 2 - Composition

The Board of Directors shall consist of the persons holding the following positions from time to time and such other members of the Club, not to exceed fifteen in number, as may be specifically elected thereto: the officers of the Club; the Chair of the Club Nominating Committee; the delegates of the Club to the Association of Yale Alumni (AYA) of Yale University; and any member of the Club who is a regular member of the Board of Governors of the AYA or is an AYA officer. The directors to be specifically elected shall be elected at the annual meeting of the members or at a special meeting in lieu thereof and shall hold office until the next annual meeting or special meeting in lieu thereof.

Section 3 - Meetings

Meetings of the Board of Directors may be held upon notice at any time and at any place upon the call of the President and shall be called by the President or the Secretary or, in case of the death, absence, incapacity or refusal of the Secretary, or, in case of death, absence in capacity or refusal of the Secretary, by any other officer, or by written application of two directors, stating the purposes of the meeting. The President may invite as a guest to any meeting any person he or she considers appropriate.

Section 4 - Notice of Meetings

Notice of meetings of the Board of Directors shall be given to each director by the President, the Secretary, or other officer calling the meeting at least two days prior to such meeting, if given in person or by telephone, or at least four days prior to such meeting if given by mail, postage prepaid, and addressed to the director at his or her address as it appears in the records of the Club. No notice need be given to any director if he or she waives such notice before or after the meeting or attends the meeting. No notice of adjourned meetings of the Board of Directors need be given.

Section 5 - Quorum

At all meetings of the Board of Directors, a majority of the directors then in office, but in no event less than four directors, shall constitute a quorum. If a quorum is not present, those present may adjourn the meeting from time to time until a quorum is obtained. At any adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted if the meeting had been held as originally called.

Section 6 - Voting

At any meeting of directors, the vote of a majority of those present shall decide any matter except as otherwise provided by law or these By-laws.

Section 7 - Action Without Meeting

Any action which may be taken at any meeting of the Board of Directors may be taken without a meeting if all the directors consent to the action by a writing filed with the records of the meetings of the directors. Such consent shall be treated as a vote for all purposes.

Section 8 - Resignation

Any director may resign by giving written notice to the President or Secretary. Such resignation shall take effect at the time or upon the event specified therein or, if none is specified, upon receipt. Unless otherwise specified in the resignation, its acceptance shall not be necessary to make it effective. If any director shall have failed, without excuse, to attend three consecutive meetings of the Board of Directors, he or she shall be deemed to have resigned from the Board of Directors.

Section 9 - Removal

A director may be removed from office by vote of two-thirds of the members present in person or represented by proxy at a meeting or by a two-thirds vote of the directors then in office. A director may be removed only after reasonable notice and opportunity to be heard before the body proposing to remove him or her.

Section 10 - Vacancies

The Board of Directors, by majority vote, may fill any vacancy on the Board of Directors and may exercise the powers of the entire Board until the vacancy is filled.

Article V - Officers

Section 1 - Officers

The officers of the Club shall consist of a President, not more than four vice-presidents, a Treasurer, and Assistant Treasurer, a Secretary, and an Assistant Secretary. Any officer may be required to give a bond for the faithful performance of his or her duties in such form and with such sureties as the directors may determine.

Section 2 - Election and Term of Office

Except as provided in Section 9 of this Article V, the officers shall be elected at the annual meeting of the members or at a special meeting in lieu of the annual meeting and shall hold office until the next annual meeting of the members or until their successors are elected or qualified.

Section 3 - President

The President shall be the chief executive officer of the Club. He or she shall preside at all meetings of the board of Directors and of members and, under the supervision of the Board of Directors, shall have the general control and management of the Club's affairs.

Section 4 - Vice-Presidents

The Vice President, or if there be more than one, the Vice Presidents, shall perform such of the duties of the President on behalf of the Club as may be respectively assigned to him, her, or them from time to time by the Board of Directors of the President.

Section 5 - Treasurer and Assistant Treasurer

The Treasurer shall be the principal financial and accounting officer of the Club. He or she shall have custody and control over all funds and securities of the Club, maintain full and adequate accounts of all funds received and paid by him or her on account of the Club, and, subject to the control of the Board of Directors, discharge all duties incident to the office of Treasurer. Any Assistant Treasurer shall perform such of the duties of the Treasurer and such other duties as the Board of Directors, the President or the Treasurer may designate. The Treasurer shall have authority, in connection with the normal business of the Club, to sign contracts, bids, bonds, powers of attorney and other documents when required.

Section 6 - Secretary and Assistant Secretary

The Secretary shall be the principal recording officer of the Club. He or she shall record all proceedings of the members and the Board of Directors and discharge all duties incident to the office of Secretary. The Assistant Secretary shall perform such of the duties of the Secretary and such other duties as the Board of Directors, the President, or the Secretary may designate. In the absence of the Secretary or the Assistant Secretary from any meeting of members or the Board of Directors, a Temporary Secretary designated by the person presiding at the meeting shall perform the duties of the Secretary. The Secretary shall be a resident of the Commonwealth of Massachusetts and shall serve as a clerk of the corporation when appropriate.

Section 7 - Resignation

Any officer may resign by giving written notice to the President or Secretary. Such resignation shall take effect at the time or upon the event specified therein or, if none is specified, upon receipt. Unless otherwise specified in the resignation, its acceptance shall not be necessary to make it effective.

Section 8 - Removal

An officer may be removed from office, after reasonable notice and opportunity to be heard, by vote of two-thirds of the directors then in office.

Section 9 - Vacancies

The Board of Directors may fill any vacancies occurring in any office.

Article VI - Nominating Committee

Section 1 - Number, Election, and Term of Office

The Nominating Committee shall consist of not less than five and not more than nine members of the Club. Not more than two members of the Nominating Committee shall be officers or directors of the Club. The number of members of the Nominating Committee shall be determined by a vote of the members at the annual meeting or at a special meeting in lieu thereof called by the Board of Directors. The members of the Nominating Committee shall be elected at the annual meeting of the members or at a special meeting in lieu thereof and shall hold office until the next annual meeting of members or at a special meeting in lieu thereof and until their successors are elected and qualified.

Section 2 - Rules

The Nominating Committee, by majority vote of the entire Committee, may make rules for the conduct of its business.

Section 3 - Function

The function of the Nominating Committee shall be to nominate persons to serve as directors and officers of the Club. In discharging its function, the Nominating Committee shall seek to nominate as directors persons of varying ages, communities of residence, occupations, and interests. In discharging its function, the Nominating Committee shall endeavor to obtain recommendations from a representative sampling of the members of the Club.

Section 4 - Report

The report of the Nominating Committee shall be given the members not later than ten days before the annual meeting of members or a special meeting in lieu thereof in accordance with the procedures set forth in Article III, Section 4 of these By-Laws.

Article VII - Committees

The President of the Board of Directors may cause to be constituted such committees as may be considered appropriate. The President may appoint the chair of each of the committees and may appoint, or delegate to the chair the power to appoint, the remaining members thereof. The Board of Directors, however, shall have the power at any time to discharge any committee.

Article VIII - Conflict of Interest

No contract or other transaction of the Club shall, in the absence of fraud, be affected or invalidated by the fact that any director or officer of the Club of any corporation, firm, or association of which he or she may be a director, officer, or member 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 such 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.

Article IX - Indemnity

The Club shall indemnify each director and officer against all judgments, fines, settlement payments, and expenses, including reasonable attorneys' 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 or with which he or she may be threatened by reason of his or her being of 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 (a) with respect to payments and expenses incurred in relation to matters as 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 (b) if otherwise prohibited by law. The foregoing right of indemnification 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.

Article X - Fiscal Year

The fiscal year of the Club shall begin July 1 and shall end June 30.

Article XI - Amendments

These By-Laws may be amended, added to, or replaced, in whole or in part, (a) by vote of two-thirds of the members present or represented by proxy at a meeting or of a majority of all the members of the Club, whichever is less, provided that the substance of the proposed amendment is stated in the notice of the meeting, or (b) by vote of a majority of the directors then in office, except that no amendment may be made by the Board of Directors on matters reserved to the

members by law or the Certificate of Organization or which changes the provisions of these By-Laws relating to meetings of members, to the removal of directors, or to the requirements for amendment of these By-Laws. Notice of any amendment, addition, or repeal of any By-Law by the directors stating the substance of such action shall be given to all members not later than the time when notice is given of the meeting of members next following such action by the Board. Any By-Law adopted by the directors may be amended or repealed by the members.

As revised August 12, 1993. Amended April 1, 1994