

BYLAWS OF THE YALE CLUB OF CAPE COD, INC. (Rev. 05.21.19)

Article I. Name

The name of the Corporation (also called the “Association”) shall be the Yale Club of Cape Cod, a not-for-profit corporation of the Commonwealth of Massachusetts. Articles of Organization have been filed with the Secretary of the Commonwealth.

Article II. Purpose

The purpose of the Yale Club of Cape Cod is to advance the interests, influence and reputation of Yale University and to cultivate acquaintance and a closer relationship among the alumni residing on Cape Cod and the Islands and Southeastern Massachusetts. The corporation shall comply with all laws and regulations relating to non-profit status under both the laws and regulations of the United States and the Commonwealth of Massachusetts.

Article III. Membership

Section 1. A person shall be eligible for membership in this Association who has been awarded a degree from Yale University, or who has attended and been a student in any department thereof, for a period of at least one full term, or who as a serviceman or servicewoman, was enrolled for a period of at least 24 weeks. This applies to Yale College and all graduate and professional schools. Also eligible for membership are current students, parents of any current or former student, former faculty and staff and the surviving spouses of deceased persons who were eligible for membership in this Association.

Section 2. Applicants for membership shall file with the Clerk a written application signed by the applicant stating his/her eligibility. The Clerk is authorized to approve the application. No person shall be admitted to membership until any applicable dues are paid for the first year.

Section 3. Membership may be terminated upon written resignation or by action of the Board of Directors for non-payment of dues or misconduct, which in the sole opinion of the Board of Directors warrants such action.

Article IV. Board of Directors

Section 1. The administration of the affairs of the Association shall be vested in a Board of Directors (also the "Board"), consisting of the following elected Officers and other Directors - President, Vice-President, Clerk, Assistant Clerk, Treasurer, and Assistant Treasurer plus a Director for Schools, a Director for Programs and Activities, a Director for Community Services, and a Director for Public Relations. (See Article VIII re Committees)

The immediate Past President and the Delegate to the Association of Yale Alumni (AYA) shall also be members of the Board of Directors. The AYA Delegate shall be elected by the Board of Directors.

Section 2. (a) The President and Vice-President shall each serve for a two-year term or until their successors are duly elected and qualified. The President and Vice-President shall not be eligible for reelection to the same office until three years for the President and two years for the Vice-President have elapsed from the time of completion of their first terms. In the event that the Board of Directors finds that there is no available eligible candidate for the office of President or Vice-President, they may recommend to the Nominating Committee that the current President and/or Vice-President be eligible for reelection for an additional two-year term.

(b) The other elected Officers and Directors may be reelected to a total of three two-year terms.

(c) At the first Annual Meeting of the Association, the terms of the Officers and Directors first elected shall be staggered as the Board may determine and as may be approved by the membership at the first Annual Meeting. Any term limits shall not commence for officers and directors first elected to a one-year term until their election for full terms.

Section 3. The Board of Directors is authorized to fill any vacancy, either temporary or permanent, among the Officers or the other Directors of the Association until the next Annual Meeting of the Association. In the event of disability or resignation of the President, the Vice-President shall assume the duties of the President and the Board of Directors shall elect a new Vice-President for the unexpired term(s).

Section 4. The Board of Directors shall meet at least twice per year at the call of the President, or the Vice-President in the absence or disability of the President. A majority of the members of the Board of Directors shall constitute a quorum. Notice of any meeting of the Board of Directors shall be given by the Clerk at least five days prior to such meeting.

Section 5. Any action which may be taken at any meeting of the Board of Directors may be taken without meeting if all Directors consent to the action in a writing filed with the records of meetings of the Directors. Such consent shall be treated as a vote for all purposes.

Section 6. Directors shall not receive any compensation for their services in such capacity, but may be reimbursed by the Association for their reasonable expenses and disbursements on behalf of the Association.

Article V. Duties of Officers

Section 1. The President shall be the Chief Executive Officer of the Association. He/she shall preside at all meetings of the Board of Directors and the general membership, shall approve all committee personnel and shall coordinate all activities and functions of the Association as needed.

Section 2. The Vice-President shall assist the President in the performance of his/her duties, and shall perform the duties of the President in the President's absence or disability.

Section 3. (a) The Treasurer shall collect the revenues of the Association, shall keep its accounts, shall pay all bills authorized by a budget or directly by the Board of Directors and shall report to the President as may be requested by the President, to the Board of Directors at its meetings and to the Annual Meeting of the Association. The Treasurer shall make available all of the financial records of the Association upon request of the President or Board of Directors and to any authorized audit committee. The Treasurer shall serve as Committee Chairperson for the Budget/Finance Committee. The Treasurer shall ensure that the required federal and state filings are submitted in a timely fashion and in accordance with applicable law.

(b) The Assistant Treasurer shall serve in the absence or disability of the Treasurer and assist the Treasurer as the Treasurer or President may request.

Section 4. (a) The Clerk shall keep and maintain the records and minutes of the Association, shall provide notices of all meetings of the Board of Directors and membership-at-large as requested by the President, shall process applications for and procedures for membership and membership terminations.

(b) The Assistant Clerk shall serve in the absence or disability of the Clerk or as the Clerk and President may request.

Section 5. The Directors for Association Functions shall serve as Chairs of their relevant committees. Such Directors shall report to the Board of Directors on the status and activities of their Committees at each of its meetings.

Section 8. Any two or more offices or chairpersonships may be held by the same person, except that the President and Clerk shall be different persons.

Article VI. Nominations and Elections

Section 1. At least six weeks prior to any election for any Officer(s) or Director(s), there shall be a meeting of a Nominating Committee to be composed of the three immediate Past Presidents. Where there are not yet three Past Presidents of the Association, the Nominating Committee shall consist of the outgoing President, one or two Past Presidents and such other necessary members chosen by the Board of Directors from the general membership.

Section 2. The Nominating Committee shall present candidates to the general membership for Officers and Directors to be elected at the next Annual or any Special Meeting. Nominations for such Officers and/or Directors may also be made from the floor by any member in good standing.

Section 3. Those Officers and Directors elected by the general membership shall take office on the following July 1.

Article VII. Meetings of the Membership

Section 1. There shall be an Annual Meeting of the Association during the month of May at the call of the President. At such Annual Meetings, there shall be elections of Officers and Directors as required by these By-Laws or by the AYA, review of proposals of any member(s), and any other business that may come before the meeting. The meeting shall provide a forum for any member of the Association to express his/her opinions on any aspect of the Association.

Section 2. Special Meetings of the general membership may be held at the call of the President, subject to the approval of the Board of Directors or at the call of not less than fifteen (15) members in good standing who shall submit their demand to the Clerk in writing.

Section 3. Written notices of the date and place of an Annual or Special Meeting of the general membership shall be provided by the Clerk to all members in good standing at least 20 days prior to such proposed meeting. Such notices may be made by email, regular mail or other method as approved by the Board of Directors. Notices for such meetings shall include any proposals by the Board of Directors, and/or report of a Nominating Committee or by members proposing any action of the general membership. A quorum for such membership meetings shall be 15 members in good standing.

Article VIII. Committees

The following shall be standing Committees of the Association:

- (a) Schools Committee: Responsibilities include Yale Book Awards, Alumni Interviews, Scholarships, etc.
- (b) Programs and Activities Committee: Responsibilities include Meeting Programming, Educational Trips & Events, Social Activities, Trips to Yale, etc.
- (c) Community Services Committee: Responsibilities include the Yale Day of Service and other charitable or service activities.
- (d) Public Relations Committee: Responsibilities include the website, press releases and Association publicity, marketing, newsletters, membership annual directory, etc.
- (e) Budget/Finance Committee: Responsibilities include the annual Budget, and other related activities as determined by the Treasurer. The Treasurer shall be the Budget/Finance Committee Chairperson.

The Board of Directors may create "other" Committees of the Association, referred to as Special Committees, such as a Membership Committee, etc. The Chairs and Members of such Special Committees shall be appointed by the President. Vacancies in the membership of any committees, standing or special, may be filled by the Chairperson with the approval of the President.

The terms of all committee members shall be concurrent with the terms of the relevant Director/Chairperson or the term of the Chairperson of a Special Committee.

Article IX. Finance

Section 1. The fiscal year of the Association shall be January 1 to December 31. The Association year for the purpose of the payment of member dues shall be determined by the Board and the membership at the Annual Meeting.

Section 2. Prior to the Annual Meeting, the Treasurer, in conjunction with any and all applicable Committees, shall prepare an annual Budget for the Association with the approval of the Board of Directors. Such Budget shall estimate receipts and necessary disbursements for the forthcoming fiscal year and propose member dues for the following Association year. Such proposed member dues may include varied dues by membership categories. The approved Budget shall be presented to the Annual Meeting for final approval. The report to the Annual Meeting shall include a financial statement for the Association year or part thereof.

Section 3. Unanticipated changes to the Budget may be made by the Board of Directors, provided that such changes will not likely result in a financial deficit for the Association for the fiscal year.

Section 4. Any proposed project/event that requires funding by the Association shall require prior approval of the Treasurer and President who may request advance approval by the Board of Directors and the need to defray any resulting deficit shall be reported to the Board for further action.

Section 5. Each annual Budget shall provide for payments to a contingency fund created by the Board that will require Board of Directors approval for any proposed use.

Section 6. The Board of Directors shall create necessary depository accounts for the cash assets of the Association and assign banks or other depositories for such funds. The President and Treasurer shall be signatories on such accounts.

Article X. Indemnification

The Association 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 or having been a director or officer of the Association/Corporation, 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 Association, 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 XI. Amendments

These Bylaws may be amended, added to, or replaced, in whole or in part by vote of 2/3 of the members present at an authorized meeting of the general membership, provided that the proposed amendment is stated in the notice of the meeting sent to the general membership at least 20 days in advance. The Board of Directors may propose such amendments and five members in good standing may jointly propose amendments in a petition to the Board of Directors.

ARTICLE XII MISCELLANEOUS

A. Code of Conduct

Section 1. The Yale Club of Cape Cod shall observe the Code of Conduct adopted by Yale University and the Association of Yale Alumni (AYA). The current Code of Conduct is attached to these Bylaws as Appendix A.

Section 2. The Board of Directors may supplement the current Code of Conduct as it may apply to this Yale Club of Cape Cod.

Section 3. Any member of this Yale Club who feels aggrieved by the conduct of another member or members, may file an informal complaint with the Clerk. The Clerk may conduct or assign another officer to conduct, an informal inquiry and attempt to amicably resolve any problem. If the informal inquiry does not result in an agreed disposition by any parties to the complaint, the Clerk shall refer the complaint to the Board of Directors.

Section 4. Upon the receipt of the referred complaint by the Board of Directors, the Board shall assign the complaint to a special committee of two members of the Board and one non-member of the Board who shall conduct a formal inquiry by a meeting of all relevant parties and file its findings and recommendations to the Board of Directors. At a regular or special meeting of the Board of Directors, the Board shall take such action as the Board shall deem appropriate, which may include, if justified, termination of membership.

Section 5. The deliberations, actions or findings on the complaint shall remain confidential.

Appendix A.

Yale University

Code of Conduct Language for Yale Clubs:

“The Yale Club of Cape Code is committed to promoting and maintaining a strong sense of community among alumni and in support of Yale. This Club and its officers and board are therefore expected 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.”