



Hunter College High School Alumnae/i Association

June 2, 2021

Ann Starer
VIA Email

Dear Ann -

Thank you for your May 24th and June 1st letters and continued engagement with HCHSAA. The Board would like to take this opportunity to respond to your concerns.

First and foremost, the Governance Committee and the Board are committed to reducing barriers to membership and encouraging greater and more diverse engagement among HCHS alumnae/i. In pursuit of this goal, and as we have previously informed HCHSAA's members, the Governance Committee recommended that the Board reduce the membership dues to \$0.00 to accomplish our goal this year, rather than delaying implementation until next year had the Board eliminated dues by amending the By-Laws. We note that reducing dues is fully within the Board's discretion pursuant to Section 1.01 of the By-Laws (Membership; Dues): "The dues structure of the Association shall be as determined by the Board of Directors from time to time." Preliminary indications signal an increase in active membership by over one-third compared to last year because of this change in membership dues, and the Board hopes to see continued growth in HCHSAA's membership over the coming years.

With respect to the sufficiency of notice to HCHSAA members in advance of the Annual Meeting, please be advised that at least ten days' prior notice of the Annual Meeting was given to each person entitled to vote, as required by the By-Laws (See Section 1.06 (Notice of Annual and Special Meeting of Members)). In addition to providing three consecutive weeks of notice in The New York Times, HCHSAA published notice of the Annual Meeting prominently on its website, posted notices on social media accounts and in email updates, and sent individual email notices and reminders to all alumnae/i at each of the email addresses on record. Under the By-Laws, between 10 and 50 days before the Annual Meeting, notice is required to be given to all who, by the date of the Annual Meeting, will be entitled to vote irrespective of when each individual's membership officially commenced. Notice was timely given to all individuals who will be entitled to vote by the date of the Annual Meeting using the varied methods described above. The Board's efforts to publicize and inform members of the Annual Meeting therefore satisfy the proper notice requirements under the By-Laws and under the New York Not-for-Profit Corporation Law.

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We note that your letters also raised questions about whether a member who submits a proxy but then chooses to attend the Annual Meeting without revoking his or her proxy would then be prohibited from voting. Our answer is that there is no such prohibition from voting under those circumstances. Any member can appear at the meeting and vote however they wish, and that vote will replace the authority, if any, granted under prior proxy. An attending member does not need to revoke their proxy expressly because, by attending the meeting and voting, the attending member would effectively revoke his or her proxy without any further required action.

As for the membership process, HCHSAA established a free and easy process for eligible individuals to claim membership and to be eligible to vote by the Record Date (May 26th, 2021). The membership and proxy form sent this year clearly indicated that recipients could return the form to register for membership without needing to grant proxy to vote on any particular item. Again, the availability of the form was published on the HCHSAA website and social media accounts and announced via e-mail to all alumnae/i. Alumnae/i also had the option to elect to complete the applicable form online or request an attached form that could be completed electronically, or downloaded, printed, and completed offline and sent back by mail or fax. Those that had not received a form could simply request one at any time by emailing membership@hchsaa.org. For anyone with questions as to process or otherwise, that e-mail has always been available as a resource.

We understand that an alternate proxy was created which has attempted to open a secondary path to membership through that proxy. This is concerning because the By-Laws do not authorize individuals or third-party groups to offer valid membership. If your misleading communication caused any alumnae/i to rely on your misguided process and for them not to have obtained and recorded their membership through the proper official HCHSAA process, they may be unable to cast their votes at the Annual Meeting. We ask that you take corrective actions to prevent any confusion going forward.

Ultimately, the Board is concerned that the request to postpone the Annual Meeting would potentially disenfranchise the hundreds of alumnae/i who are active members (including those new members who were previously unable to participate due to the prior membership dues structure), have received proper notice, and have already made plans to attend and vote at the Annual Meeting that has long been scheduled for June 5th. There is important business that needs to be conducted for HCHSAA, and the Board feels that the harm that delaying the meeting would cause is clear.

The request to postpone the Annual Meeting is respectfully denied.

Sincerely,



President
Hunter College High School Alumnae/i Association

cc: Sandi Charton
Peter Martin
Helene Williams Spierman

Phyllis LeKashman Glantz
Margaret Betz Perrin