

HUNTER COLLEGE HIGH SCHOOL ALUMNAE/I ASSOCIATION, INC.

MEETING MINUTES

Entity	Board of Directors (the “Board”) of Hunter College High School Alumnae/i Association, Inc., a New York not-for-profit corporation (“HCHSAA” or the “Association”)
Type of Meeting	Regular Meeting
Date & Time	March 15, 2022 at 6:45pm ET
Location	Zoom Session
Board Attendees*	Vivian Altman ’77, Peggy Blumenthal ’63, Judith Daniel ’79, Mari HOASHI Franklin ’84, Maria Hekker ’80, Jane Tillman Irving ’65, Emma OWENS Kerins ’84, Rosa BLITZER Oppenheim ’66, Jake Price ’15, Esther Rose ’71, David Stefanou ’87, Adam Stolz ’99, Joyce VARUGHESE-Raju ’98, and Frederick Yee ’93
Board Absentees*	Sherman Chan ’97, Alexandra Friedman ’00, Sophia Liao ’16, and Diana McKeage ’08
HCHSAA Staff Attendees*	NONE.
Other Attendees*	NONE.
*	All participants attended virtually via Zoom.
Notice and Agenda	Notice of and agenda (<u>Exhibit A</u>) for the meeting were sent via email.

The meeting was called to order at 6:47p.m. by President Altman. Secretary Hekker acted as Secretary of the meeting. A quorum was established at 6:47p.m.

- **Welcome and Conflicts Check** – President Altman welcomed all board members and staff to the meeting. Secretary Hekker reviewed the agenda and inquired if any persons present had a conflict of interest. No conflicts were reported.
- **Consent Agenda** – Secretary Hekker reviewed the four items on the consent agenda and asked if anyone wished to move any items off the consent agenda for discussion. There were no objections to the items on the consent agenda.
- **Prior Minutes** - Secretary Hekker noted that minutes for the January 18, 2022 Regular Meeting of the Board had been distributed to the Board for review prior to the meeting.

Procedural Resolution - Upon motion duly made and seconded, the Board unanimously approved the minutes of its regular January 18, 2022 meeting. (This procedural resolution was not included in the exhibits or in the log of resolutions.)

Moved – Hekker
Seconded - Altman
Vote Needed - A majority of the directors present at the meeting after a quorum is achieved.
FOR – Altman, Blumenthal, Daniel, Franklin, Hekker, Irving, Kerins, Oppenheim, Price, Rose, Stolz, VARUGHESE-Raju, and Yee
AGAINST – None.
ABSTAIN – None.
RECUSE – None.
NOTES - Stefanou had not arrived at the meeting when the vote occurred.

- **Annual Meeting** – Secretary Hekker reported that the Board needed to officially establish a date for the Annual Meeting of HCHSAA’s members and a record date for that meeting.

Resolution 2022-15 - Upon motion duly made and seconded, the Board unanimously approved Resolution 2022-15, attached as hereto as Exhibit B establishing Saturday, June 4, 2022, as the date of the Annual Meeting of HCHSAA’s members and Friday, May 13, 2022, at 5:00pm Eastern Time as the date and time of the record date for that meeting.

Moved – Hekker
Seconded - Altman
Vote Needed - A majority of the directors present at the meeting after a quorum is achieved.
FOR – Altman, Blumenthal, Daniel, Franklin, Hekker, Irving, Kerins, Oppenheim, Price, Rose, Stolz, VARUGHESE-Raju, and Yee
AGAINST – None.
ABSTAIN – None.
RECUSE – None.
NOTES - Stefanou had not arrived at the meeting when the vote occurred.

- **Dissolution of Membership Committee and Merger with Communications Committee** - Secretary Hekker reported that the Membership Committee and Communications Committee had deemed it advisable to dissolve the Membership Committee (which was established by the Board as an additional Committee of the Corporation pursuant to By-Law 3.03) and merge it with and assign its responsibilities and members to the Communications Committee to create a new Membership and Communications Committee. Secretary Hekker reported that at the March 11, 2022 meeting of the Executive Committee, President Altman had had appointed Jane Tillman Irving and Sophia Liao to serve as Co-Chairs of the new Membership and Communications Committee immediately following its creation by the Board. She noted that those appointments and the new committee assignments (resulting from the merged committees) had been distributed to the Board prior to the meeting.

Resolution 2022-16 - Upon motion duly made and seconded, the Board unanimously approved Resolution 2022-16 dissolving the Membership Committee and merging it with and assigning its responsibilities to the Communications Committee to create the Membership and Communications Committee as further described in Exhibit C.

Moved – Hekker
Seconded - Altman
Vote Needed - A majority of the directors present at the meeting after a quorum is achieved.
FOR – Altman, Blumenthal, Daniel, Franklin, Hekker, Irving, Kerins, Oppenheim, Price, Rose, Stolz, VARUGHESE-Raju, and Yee
AGAINST – None.
ABSTAIN – None.
RECUSE – None.
NOTES - Stefanou had not arrived at the meeting when the vote occurred.

Resolution 2022-17 - Upon motion duly made and seconded, the Board unanimously approved Resolution 2022-17 detailing the new committee assignments and acknowledging the committee chair appointments set forth in Exhibits D and D-1.

Moved – Hekker
Seconded - Altman
Vote Needed - A majority of the entire Board pursuant to By-Laws 3.01 and 3.02.
FOR – Altman, Blumenthal, Daniel, Franklin, Hekker, Irving, Kerins, Oppenheim, Price, Rose, Stolz, VARUGHESE-Raju, and Yee
AGAINST – None.
ABSTAIN – None.
RECUSE – None.
NOTES - Stefanou had not arrived at the meeting when the vote occurred.

- **Committees** – The Board discussed the following committee reports and proposals:
 - **Executive Committee and Other Reports** – President Altman noted that the Board had received reports and minutes from certain Committees of the Board and Committees of the Corporation to review prior to the Meeting. She reviewed recent actions taken by and recommendations from the Executive Committee. President Altman also reported on her recent meeting with Lisa Siegmann (Director of Campus Schools at Hunter College High School (HCHS)). The Board discussed several proposals for funding raised by Director Siegmann and focused on the one most aligned with the Diversity Committee Retention Subcommittee Recommendations adopted by the Board on November 16, 2021 – a request for funding to help recruit underrepresented faculty of color to fill teaching positions at HCHS that will become open at the end of the school year. The Board asked that President Altman convey the Board’s interest and support of the project to Director Siegmann and ask her to submit a detailed proposal to the Grants Committee for review.

Stefanou joined the meeting at 7:16pm ET.

- **Governance Committee** – The Governance Committee reported on the work of its Nominating Subcommittee to recruit members to stand for election to the Board, the Annual Meeting of the members, the amendment of the HCHSAA By-Laws and the new Membership Confirmation Policy.
 - Nominating Subcommittee - Governance Committee Chair Franklin reported on the Nominating Subcommittee’s timeline and process for recruiting, interviewing and selecting director nominees to recommend to the Board, including its policies for write in candidates not selected for the slate recommended to the Board and for dealing with conflicts of interest. She explained that the Nominating Subcommittee would submit a written Nominating Policy to the Board in the future.
 - Annual Meeting - Secretary Hekker asked the Board for their opinion regarding holding the Annual Meeting of HCHSAA’s members in person or virtually. The Board discussed the matter

and agreed that holding a virtual meeting would allow for greater member participation but asked that the Association try to find a way to also allow in person attendance.

- Amended and Restated By-Laws and Membership Confirmation Policy – Secretary Hekker presented the Amended and Restated By-Laws and Member Confirmation Policy that were sent to the Board to review (along with a summary of the major revisions and a marked copy evidencing all revisions) prior to the meeting. She explained that the Governance Committee had worked with legal counsel at White & Case to prepare the amendments to the By-Laws currently in effect (and adopted by the Board on June 24, 2020). Secretary Hekker noted that the amendment to Article I, Section 1.01 clarifying the definition of “membership” will require subsequent ratification by the Association’s members so it will be placed on the ballot at the Annual Meeting. The Board discussed the documents, the proposed amendments to the HCHSAA By-Laws, and a communication strategy for presenting them to the members.

Resolution 2022-18 - Upon motion duly made and seconded, the Board unanimously approved Resolution 2022-18 adopting and ratifying the Amended and Restated By-Laws of the Association in the form attached hereto as Exhibits E and E-1 with the proviso that the amendment to Article I, Section 1.01 therein shall be subject to the ratification of the members of the Association.

Moved – Price
Seconded - Altman
Vote Needed - Pursuant to By-Law 7.07, majority of the directors present at the meeting after a quorum is achieved and, for By-Law 1.01, a majority of the members at a meeting after a quorum is achieved.
FOR – Altman, Blumenthal, Daniel, Franklin, Hekker, Irving, Kerins, Oppenheim, Price, Rose, Stefanou, Stolz, VARUGHESE-Raju, and Yee
AGAINST – None.
ABSTAIN – None.
RECUSE – None.
NOTES - None.

Resolution 2022-19 - Upon motion duly made and seconded, the Board unanimously approved Resolution 2022-19 adopting the Membership Confirmation Policy the form attached hereto as Exhibits F and F-1.

Moved – Altman
Seconded - Price
Vote Needed - A majority of the directors present at the meeting after a quorum is achieved.
FOR – Altman, Blumenthal, Daniel, Franklin, Hekker, Irving, Kerins, Oppenheim, Price, Rose, Stefanou, Stolz, VARUGHESE-Raju, and Yee
AGAINST – None.
ABSTAIN – None.
RECUSE – None.
NOTES - None.

- **Membership and Communications Committee** – The Membership and Communications Committee Co-Chair Jane Tillman Irving reported that the committee had prepared a Publication Policy to present to the Board for approval. Secretary Hekker explained that the policy reflected the Association’s long time practices regarding publications in all fora. The Board discussed asking the alums who volunteer to monitor the Association’s various social media accounts to join the Membership and Communications Committee meetings.

Resolution 2022-20 - Upon motion duly made and seconded, the Board unanimously approved Resolution 2022-20 adopting the Publication Policy the form attached hereto as Exhibits G and G-1.

Moved – Hekker
Seconded - Altman
Vote Needed - A majority of the directors present at the meeting after a quorum is achieved.
FOR – Altman, Blumenthal, Daniel, Franklin, Hekker, Irving, Kerins, Oppenheim, Price, Rose, Stefanou, Stolz, VARUGHESE-Raju, and Yee
AGAINST – None.
ABSTAIN – None.
RECUSE – None.
NOTES - NONE.

- **Programs/Reunions Committee** – President Altman reported on her work with HCHSAA’s Communications Manager Kinshasa Peterson to prepare for Reunion 2022 on June 4, 2022. She explained that Director Siegmann had given permission for the Reunions to be held at HCHS in person. She noted that access to the building would be subject to any rules required by HCHS (such as certificates of vaccination or masks) and could be cancelled by HCHS at any time. President Altman said that she would be handing over the bulk of the work on the final stages of Reunion 2022 to the Programs/Reunions Committee.
- **Grants Committee** - Grants Committee Chair Oppenheim reported that the committee had not received any official proposals for grants since the last Board meeting but had worked to prepare a new grant application form. She noted that the Grants Committee was working to develop an interim and final reporting obligation for grant recipients and to revised its Letter of Award and Guidelines for Proposals. She updated the Board on the status of the HCHS Entrance Test Video Tutorial Library grant approved by the Board on January 18, 2022 and explained that HCHS had found volunteer videographers so the \$5,000 granted by HCHSAA would be sufficient to cover the other costs (mostly teacher stipends) of the project. Grants Committee Chair Oppenheim also presented a report on recent discussions Board member Sherman Chan had with the founder of KwellPrep – Frances Kwell.

Executive Session - At 7:52pm ET, the meeting moved into Executive Session.

- **Finance Committee** – Treasurer Rose explained that she had hoped to provide a report comparing HCHSAA’s actual performance to date to its budget but such reporting was not currently possible due to challenges related to the departure of the Association’s Manager, Membership and Administration. She noted that she had found a pile of unopened mail (including over \$20,000 in checks payable to HCHSAA) and many entries in the Association’s QuickBooks accounting records that were lumped together as a batch, incomplete, incorrectly coded, inconsistently classified, and/or missing backup documents. She

reported that the Executive Committee had started developing a plan for addressing historical issues and a process for making sure that HCHSAA's accounting records were complete, correct, and properly coded in the future. That plan will involve on-boarding a new Manager, Membership and Administration, as well as retaining some data entry contractors and engaging the Association's bookkeeper to help with the backlog. Treasurer Rose noted that she had put on hold her research regarding a new Investment Policy for the Association and would resume that work once the finance issues had been sorted.

- **Staffing and Personnel** – President Altman reported on recent actions that the Executive Committee had taken to hire a new Manager, Membership and Administration, increase the Health Benefit Stipend offered by the Association to its employees, and develop a new Employee Handbook. Secretary Hekker reported that the Executive Committee had retained its payroll provider PayChex HR Essentials to advise it on various personnel matters and help it update HCHSAA's Employee Handbook. She noted that all of these actions were recorded in the minutes of Executive Committee meetings that were previously provided to the Board to review.

Stolz departed from the meeting at 8:16pm ET.

- New Hire – President Altman explained that the Executive Committee had hired Thomas Zwilling as the Association's new Manager, Membership and Administration and that he would begin work on March 28, 2022. Secretary Hekker noted that Mr. Zwilling was referred to HCHSAA by Vice President Price. Since Vice President Price knew Mr. Zwilling, he recused himself from the interviewing and hiring process.
- Health Benefits Stipend – President Altman explained that the Association did not offer any health insurance benefits to its employees and instead gave them a quarterly stipend. With the pending hire of a new Manager, Membership and Administration and the search for a new Executive Director, she reported that the Executive Committee recently evaluated ways to make HCHSAA's stipend more competitive in the current employment market. She reviewed the process used by the Executive Committee in its assessment.
- New Employee Handbook – Secretary Hekker reported that the current HCHSAA Employee Handbook (drafted by PayChex in 2016) was outdated. She explained that the Executive Committee was working with PayChex HR Essentials to draft a new Employee Handbook and hoped to have it completed by the end of the month.
- Executive Director Search – President Altman reported on the vast amount of work conducted by the Executive Committee in the absence of an Executive Director and the various problems that had arisen due to the fact that the Association had not had an Executive Director for over two years. Executive Director Search Committee members Altman, Price, and Daniels gave a report on the status of the committee's work. They explained that they had conducted a comprehensive, open, and inclusive search process that included outreach to specific professional organizations for persons underrepresented in senior management at non-profit organizations. As a result, they received over 50 resumes, conducted interviews with six candidates and narrowed the search to four finalists.

VARUGHESE-Raju departed from the meeting at 8:33pm ET.

- **Special Committee Report**– Special Subcommittee members Hekker and Price reported on the subcommittee’s progress to date to resolve issues raised in or relating to a letter to the Board from a former HCHSAA employee dated June 2, 2021. They asked how the Board would like to reply to the letter sent to it by former President Ray Tsao, dated March 13, 2022. The Board asked the subcommittee to acknowledge receipt of the letter and proceed with its work.

No resolutions were adopted during Executive Session.

- **Adjournment** – The Board agreed to adjourn the meeting at 8:38pm ET.

Procedural Resolution - Upon motion duly made and seconded, the Board unanimously agreed to adjourn the meeting. (This procedural resolution was not included in the exhibits or in the log of resolutions.)

Moved - Hekker

Seconded - Blumenthal

Vote Needed - A majority of the directors present at the meeting after a quorum is achieved.

FOR – Altman, Blumenthal, Daniel, Franklin, Hekker, Irving, Kerins, Oppenheim, Price, Rose, Stefanou, and Yee.

AGAINST – None.

ABSTAIN – None.

RECUSE – None.

NOTES - None.

Maria Hekker, Secretary

EXHIBIT A
HUNTER COLLEGE HIGH SCHOOL ALUMNAE/I ASSOCIATION, INC. (HCHSAA)
BOARD OF DIRECTORS REGULAR MEETING
AGENDA
March 15, 2022 6:45 PM (ET)

AGENDA ITEM	PRESENTER	VOTE ON RESOLUTION NUMBER	TIMING		
			Start	Finish	Total
(b) Welcome	Altman		6:45pm	6:50pm	5 min.
a. Establish Quorum	Altman				
b. Review Agenda and Check for Conflicts	Hekker				
(c) Consent Agenda	Hekker	Procedural	6:50pm	6:55pm	5 min.
a. Approve Prior Minutes					
b. Annual Meeting		2022-15			
c. Committees					
i. Dissolve Membership Committee and Merge with Communications Committee		2022-16			
ii. Approve New Committee Appointees and Acknowledge New Chair Assignments		2022-17			
(d) Committees					
a. Reports	Altman		6:55pm	7:00pm	5 min.
i. Executive Committee Report					
ii. Written Committee Reports and Minutes					
b. Governance	Franklin		7:00pm	7:15pm	15 min.
i. Adopt Amended and Restated By-Laws		2022-18			
ii. Adopt Member Confirmation Policy		2022-19			
iii. Adopt Nominating Policy		CANCELLED			
iv. Annual Meeting – In Person, Virtual or Hybrid?					
c. Communications	Irving and Liao	2022-20	7:15pm	7:20pm	5 min.
i. Adopt Publication Policy					
d. Reunion Update	Altman		7:20pm	7:25pm	5 min.
e. Grants	Oppenheim		7:25pm	7:30pm	5 min.
f. Finance and Investment Report	Rose		7:30pm	7:45pm	15 min.
(e) Executive Session	Altman/Price		7:45pm	8:10pm	25 min.
a. Staffing and Personnel					
i. Manager, Membership and Administration					
ii. Health Benefits Stipend					
iii. New Employee Handbook					
iv. Executive Director Search					
b. Special Subcommittee Report					
(f) Future Meetings	Altman		8:10pm	8:12pm	2 min.
a. May 17, 2022 Board					
b. June 4, 2022 Members and Reunion					
c. June ??, 2022 Board					
(g) Adjourn	Altman	Procedural	8:12pm	8:15pm	3 min.

EXHIBIT B
HUNTER COLLEGE HIGH SCHOOL ALUMNAE/I ASSOCIATION, INC. (“HCHSAA”)
RESOLUTION 2022-15
ANNUAL MEETING

WHEREAS, Article I, Section 1.03 of the HCHSAA By-Laws provides that the Annual Meeting of the members for the election of directors and the transaction of other business shall be held annually on a day in May or June designated by the HCHSAA Board of Directors (the “Board”).

WHEREAS, Article I, Section 1.12 of the HCHSAA By-Laws provides that the Board may fix, in advance, a date as the record date for the purpose of determining the members entitled to notice of any meeting of members or any adjournment thereof. Such record date shall not be more than fifty (50) nor less than ten (10) days before the date of the meeting.

WHEREAS, the Board desires establish Saturday, June 4, 2022, as the date of the Annual Meeting and Friday, May 13, 2022, at 5:00pm Eastern Time as the date and time of the record date.

Upon motion duly made (by Hekker) and seconded (by Altman), it was unanimously

RESOLVED, that, pursuant to Article I, Section 1.12 of the HCHSAA By-Laws, the Board shall establish Saturday, June 4, 2022, as the date of the Annual Meeting and Friday, May 13, 2022, at 5:00pm Eastern Time as the date and time of the record date for the Annual Meeting.

Vote Needed -	A majority of the directors present at the meeting after a quorum is achieved.
FOR –	Altman, Blumenthal, Daniel, Franklin, Hekker, Irving, Kerins, Oppenheim, Price, Rose, Stolz, VARUGHESE-Raju, and Yee
AGAINST –	None.
ABSTAIN –	None.
RECUSE –	None.
NOTES -	Stefanou had not arrived at the meeting when the vote occurred.

I hereby attest that the above resolutions were unanimously adopted at the March 15, 2022 meeting of the HCHSAA Board.

Maria Hekker, Secretary

EXHIBIT C
HUNTER COLLEGE HIGH SCHOOL ALUMNAE/I ASSOCIATION, INC. (“HCHSAA”)
RESOLUTION 2022-16
MERGER OF MEMBERSHIP AND COMMUNICATIONS COMMITTEES

WHEREAS, the Board deems it advisable to dissolve the Membership Committee (which was established by the Board as an additional Committee of the Corporation pursuant to By-Law 3.03) and merge it with and assign its responsibilities to the Communications Committee to create the Membership and Communications Committee.

Upon motion duly made (by Hekker) and seconded (by Altman), it was unanimously

RESOLVED, that the Board shall dissolve the Membership Committee (which was established by the Board as an additional Committee of the Corporation pursuant to By-Law 3.03) and merge it with and assign its responsibilities and members to the Communications Committee to create the Membership and Communications Committee.

Vote Needed -	A majority of the directors present at the meeting after a quorum is achieved.
FOR –	Altman, Blumenthal, Daniel, Franklin, Hekker, Irving, Kerins, Oppenheim, Price, Rose, Stolz, VARUGHESE-Raju, and Yee
AGAINST –	None.
ABSTAIN –	None.
RECUSE –	None.
NOTES -	Stefanou had not arrived at the meeting when the vote occurred.

I hereby attest that the above resolutions were unanimously adopted at the March 15, 2022 meeting of the HCHSAA Board.

Maria Hekker, Secretary

EXHIBIT D
HUNTER COLLEGE HIGH SCHOOL ALUMNAE/I ASSOCIATION, INC. (“HCHSAA”)
RESOLUTION 2022-17
COMMITTEE ASSIGNMENTS AND CHAIRS

WHEREAS, due to changes in the composition of the Board of Directors (the “Board”), the Board needed to revise its committee assignments and chairs.

Upon motion duly made (by Hekker) and seconded (by Altman), it was unanimously

RESOLVED, that the directors shall be assigned to the committees set forth on Exhibit D-1 attached hereto and the Board acknowledges the committee chairs appointed by the President and listed on such Exhibit D-1.

Vote Needed - A majority of the entire Board pursuant to By-Laws 3.01 and 3.02.
FOR – Altman, Blumenthal, Daniel, Franklin, Hekker, Irving, Kerins, Oppenheim, Price, Rose, Stolz, VARUGHESE-Raju, and Yee
AGAINST – None.
ABSTAIN – None.
RECUSE – None.
NOTES - Stefanou had not arrived at the meeting when the vote occurred.

I hereby attest that the above resolutions were unanimously adopted at the March 15, 2022 meeting of the HCHSAA Board.

Maria Hekker, Secretary

EXHIBIT D-1
HUNTER COLLEGE HIGH SCHOOL ALUMNAE/I ASSOCIATION, INC. (HCHSAA)
COMMITTEE ASSIGNMENTS

Audit (Committee of the Board)	Grants (Committee of the Corporation)
<i>Chair</i> – Frederick Yee	<i>Chair</i> - Rosa Blitzer Oppenheim
Vivian Altman (EC)	Sherman Chan
Adam Stolz	Esther Rose (EC)
<i>Staff Liaison</i> – TBD	David Stefanou
	<i>Staff Liaison</i> – TBD
Development (Committee of the Corporation)	
<i>Chair</i> – Emma Kerins	Membership/Communication
Alexandra Friedman	(Committee of the Corporation)
Maria Hekker (EC)	<i>Co-Chair</i> – Jane Tillman Irving
Diana McKeage	<i>Co-Chair</i> – Sophia Liao
<i>Staff Liaison</i> – TBD	Peggy Blumenthal
	Mari Hoashi Franklin
Diversity (Committee of the Corporation)	Alexandra Friedman
<i>Chair</i> – Judith Daniel	Maria Hekker (EC)
Vivian Altman (EC)	David Stefanou
Mari Hoashi Franklin	Joyce Varughese-Raju
Jane Tillman Irving	<i>Staff Liaison</i> – Kinshasa Peterson
Joyce Varughese-Raju	
<i>Staff Liaison</i> – Kinshasa Peterson	Programs/Reunions (Committee of the Corporation)
	<i>Chair</i> - David Stefanou
Executive (Committee of the Board)	Jane Tillman Irving
<i>Chair</i> – Vivian Altman	Emma Owens Kerins
Maria Hekker	Sophia Liao
Jake Price	Diana Mckeage
Esther Rose	Joyce Varughese-Raju
<i>Staff Liaison</i> - TBD	<i>Staff Liaison</i> - Kinshasa Peterson
Finance/Investment (Committee of the Board)	Ad Hoc Executive Director Search
<i>Chair</i> – Esther Rose (EC)	<i>Chair</i> -Jake Price (EC)
Vivian Altman (EC)	Vivian Altman (EC)
Sherman Chan	Judith Daniel
Diana McKeage	<i>Staff Liaison</i> – N/A
Frederick Yee	
<i>Staff Liaison</i> – TBD	
Governance (Committee of the Board)	
<i>Chair</i> - Mari Hoashi Franklin	
Peggy Blumenthal	
Maria Hekker (EC)	
Rosa Blitzer Oppenheim	
Jake Price (EC)	
Adam Stolz	
<i>Staff Liaison</i> – TBD	

EXHIBIT E
HUNTER COLLEGE HIGH SCHOOL ALUMNAE/I ASSOCIATION, INC. (“HCHSAA”)
RESOLUTION 2022-18
ADOPTION OF AMENDED AND RESTATED BY-LAWS

WHEREAS, in at the request of the Board, the Governance Committee worked with the Association’s legal counsel at White & Case to develop amended and restated By-Laws for HCHSAA, in the form attached hereto as Exhibit E-1; and

WHEREAS, pursuant to Article VII, Section 7.07 of the current HCHSAA By-Laws, the members of the Association must approve the proposed amendment to Article I, Section 1.01 of the By-Laws.

Upon motion duly made (by Price) and seconded (by Altman), it was unanimously

RESOLVED, that, pursuant to Article VII, Section 7.07, the amended and restated By-Laws in the form attached here to as Exhibit E-1 are here by adopted and ratified; provided, however, that the amendment to Article I, Section 1.01 shall be subject to the approval of the members of the Association.

- | | |
|----------------------|---|
| Vote Needed - | Pursuant to By-Law 7.07, majority of the directors present at the meeting after a quorum is achieved and, for By-Law 1.01, a majority of the members at a meeting after a quorum is achieved. |
| FOR – | Altman, Blumenthal, Daniel, Franklin, Hekker, Irving, Kerins, Oppenheim, Price, Rose, Stefanou, Stolz, VARUGHESE-Raju, and Yee |
| AGAINST – | None. |
| ABSTAIN – | None. |
| RECUSE – | None. |
| NOTES - | None. |

I hereby attest that the above resolutions were unanimously adopted at the March 15, 2022 meeting of the HCHSAA Board.

Maria Hekker, Secretary

EXHIBIT E-1

**Original Text as of June 24, 2020
Revisions as of March 11, 2022
Approved by Board on March 15, 2022
Amendment to Section 1.01 Pending Member Ratification**

BY-LAWS OF

HUNTER COLLEGE HIGH SCHOOL ALUMNAE/I ASSOCIATION, INC.

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BY-LAWS OF
HUNTER COLLEGE HIGH SCHOOL ALUMNAE/I ASSOCIATION, INC.
(the “Association”)

(formed under the New York Not-for-Profit Corporation Law (the “N-PCL”))

ARTICLE I
MEMBERS

Section 1.01 Membership; Dues. There shall be one class of members. The members of the Association shall consist of (a) graduates of Hunter College High School and (b) former students who shall have attended Hunter College High School for at least three (3) years, and in each case of the preceding clauses (a) and (b) who have paid dues to the Association during the then current fiscal year.

The dues structure of the Association shall be as determined by the Board of Directors from time to time.

[Amended Section 1.01 Approved by the Board of Directors on March 15, 2022 but subject to member ratification.]

Section 1.01 Membership; Dues. There shall be one class of members. The members of the Association shall consist of (a) graduates of Hunter College High School and (b) former students of at least 18 years of age who shall have attended Hunter College High School for at least three (3) years, and in each case of the preceding clauses (a) and (b) who have during each Fiscal Year (as defined in Article VII, Section 7.01) (i) confirmed their membership with the Association and (ii) paid dues to the Association. The dues structure of the Association and process for confirming membership and registering to vote shall be as determined by the Board of Directors (as defined in Article II, Section 2.01) from time to time. In the event that the Board of Directors sets dues at \$0.00, no payment of dues shall be required pursuant to clause (ii) above to be a member.]

Section 1.02 Transfer and Resignation of Membership. Membership in the Association shall not be transferable. Notwithstanding the foregoing, (a) any member may resign at any time by mailing or delivering written notice to the Secretary of the Association (any resignation to take effect as specified therein or, if not specified, upon receipt by the Secretary), (b) any member may be removed at any time, with or without cause, by majority vote of the other members, and (c) a member shall be deemed to have resigned upon the expiration of the term for which such member shall have duly and timely paid his or her dues to the Association.

Section 1.03 Annual Meeting. The Annual Meeting of the members for the election of directors and the transaction of other business shall be held annually on a day in May or June designated by the Board of Directors (“Annual Meeting”).

Section 1.04 Special Meetings. Special meetings of the members may be called at any time by the Board of Directors. Special meetings also may be convened by members entitled to cast ten percent (10%) of the total number of votes entitled to be cast at such meeting of the members of the Association, who may, in writing addressed to the Secretary of the Association, demand the call of a special meeting specifying the date and month thereof, which shall not be less than two months nor more than three months from the date of such written demand. The Secretary of the Association upon receiving the written demand shall promptly give notice of such meeting, or if the Secretary shall fail to do so within five business days thereafter, any member signing such demand may give such notice.

Section 1.05 Place of Meetings. Meetings of members may be held at such place, within or without the State of New York, as may be fixed by the Board of Directors from time to time. If no place is so fixed such meetings shall be held at the principal office of the Association in the State of New York.

Section 1.06 Notice of Annual and Special Meetings of Members. Notice of each meeting shall be given in writing by the Secretary and, unless it is an Annual Meeting, indicate that it is being issued by or at the direction of the person or persons calling the meeting, and shall state the place, date and hour of the meeting, and the purpose or purposes for which the meeting is called.

A copy of the notice of any meeting shall be given, personally, by mail, or by facsimile telecommunication or by electronic mail, to each member entitled to vote at such meeting. If the notice is given personally, by mail, or by facsimile telecommunication or by electronic mail, it shall be given not less than ten (10) nor more than fifty (50) days before the date of the meeting; if mailed by any other class of mail, it shall be given not less than thirty (30) nor more than sixty (60) days before such date. If mailed, such notice is given when deposited in the United States mail, with postage thereon prepaid, directed to the member at his or her address as it appears on the record of members, or, if such member shall have filed with the Secretary of the Association a written request that notices to him or her be mailed to some other address, then directed to him or her at such other address. If sent by facsimile telecommunication or mailed electronically, such notice is given when directed to the member's fax number or electronic mail address as it appears on the record of members, or, to such fax number or other electronic mail address as filed with the Secretary of the Association. Notwithstanding the foregoing, such notice shall not be deemed to have been given by facsimile or electronically (1) if the Association is unable to deliver two consecutive notices to the member by facsimile telecommunication or electronic mail; or (2) the Association otherwise becomes aware that notice cannot be delivered to the member by facsimile telecommunication or electronic mail. An affidavit of the Secretary or other person giving the notice or of a transfer agent of the Association that the notice required by this Section 1.06 has been given shall, in the absence of fraud, be prima facie evidence of the facts therein stated. Whenever the Association has more than five hundred (500) members, the notice may be served by publication in a newspaper published in the county in the state in which the principal office of the Association is located, once a week for three (3) successive weeks next preceding the date of the meeting, provided that the Association shall also prominently post notice of such meeting on the homepage of any website maintained by the Association continuously from the date of publication through the date of the meeting. The Association shall send notice of meetings by first class mail to any member who requests in writing that such notices be delivered by such method.

When a meeting is adjourned to another time or place, it shall not be necessary to give any notice of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which the adjournment is taken, and at the adjourned meeting any business may be transacted that might have been transacted on the original date of the meeting. However, if after the adjournment the Board of Directors fixes a new record date for the adjourned meeting, a notice of the adjourned meeting shall be given to each member of the record on the new record date entitled to notice under the preceding paragraphs of this Section 1.06.

Notice of meeting need not be given to any member who submits a waiver of notice, in person or by proxy, whether before or after the meeting. Waiver of notice may be written or electronic. If written, the waiver must be executed by the member or the member's authorized agent by signing such waiver or causing his or her signature to be affixed to such waiver by any reasonable means, including, but not limited to facsimile signature. If electronic, the transmission of the waiver must be sent by electronic mail and set forth, or be submitted with, information from which it can reasonably be determined that the transmission was authorized by the member. The attendance of any member at a meeting, in person or by proxy, without protesting prior to the conclusion of the meeting the lack of notice of such meeting, shall constitute a waiver of notice by him.

Section 1.07 Inspectors. The Board of Directors, in advance of any meeting of members, may appoint one or more inspectors to act at the meeting or any adjournment thereof. If inspectors are not so appointed, the person presiding at a meeting of members may, and at the request of any member entitled to vote thereat shall, appoint two inspectors. In case any person appointed fails to appear or act, the vacancy may be filled by appointment made by the Board of Directors in advance of the meeting or at the meeting by the person presiding thereat. Each inspector, before entering upon the discharge of his or her duties, shall take and sign an oath faithfully to execute the duties of inspector at such meeting with strict impartiality and according to the best of his or her ability.

The inspectors shall determine the number of members represented at the meeting, the existence of a quorum, the validity and effect of proxies, and shall receive votes, ballots or consents, hear and determine all

challenges and questions arising in connection with the right to vote, count and tabulate all votes, ballots or consents, determine the results, and do such acts as are proper to conduct the election or vote with fairness to all members. On request of the person presiding at the meeting or any members entitled to vote thereat, the inspectors shall make a report in writing of any challenge, question or matter determined by them and execute a certificate of any fact found by them. Any report or certificate made by them shall be prima facie evidence of the facts stated and of the vote as certified by them.

The requirement of there being inspectors present at meetings of the members shall be waived unless compliance therewith is requested by a member present in person or by proxy and entitled to vote at such meeting.

Section 1.08 List or Record of Members at Meetings. A list or record of members entitled to vote, certified by the Secretary or any Assistant Secretary of the Association, shall be produced at any meeting of members upon the request therefor of any member who has given written notice to the Association at least ten (10) days prior to such meeting that such request will be made. If the right to vote at any meeting is challenged, the inspectors of election or the person presiding thereat, shall require such list or record of members to be produced as evidence of the right of the persons who appear from such list or record to be members entitled to vote thereat may vote at such meeting.

Section 1.09 Quorum of Members. The lesser of (a) one hundred (100) members or (b) ten percent (10%) of the total number of members eligible to participate, in each case of clauses (a) and (b) who are present in person or by proxy shall constitute a quorum at a meeting of the members for the transaction of any business. The members who are present in person or by proxy and who are entitled to vote may, by a majority of votes cast, adjourn the meeting despite the absence of quorum.

Section 1.10 Proxies. Every member entitled to vote at a meeting of members or to express consent or dissent without a meeting may authorize another person or persons to act for him or her by proxy.

Every proxy must be signed by the member or such member's attorney-in-fact. No proxy shall be valid after the expiration of eleven (11) months from the date thereof unless otherwise provided in the proxy. Every proxy shall be revocable at the pleasure of the member executing it, except as otherwise provided by law.

The authority of the holder of a proxy to act shall not be revoked by the incompetence or death of the member who executed the proxy unless, before the authority is exercised, written notice of an adjudication of such incompetence or death is received by the Secretary or an Assistant Secretary in the Association.

A member shall not sell his vote or issue a proxy to vote to any person for any sum of money or anything of value, except as authorized by Section 609 or Section 619 of the N-PCL.

Section 1.11 Vote of Members.

- (a) **Election of Directors.** Except as otherwise required by the Certificate of Incorporation, directors shall be elected by a plurality of the votes cast at a meeting of members entitled to vote in the election. The election of directors shall not be subject to cumulative voting.
- (b) **All Other Matters.** Whenever any corporate action, other than the election of directors, is to be taken by vote of the members, it shall, except as otherwise required by law or by the Certificate of Incorporation, be authorized by a majority of the votes cast at a meeting of members by the members entitled to vote thereon.
- (c) **Definitions.** Except as provided in the preceding paragraph, any reference in these By-Laws to corporate action at a meeting of the members by "majority vote" or "two-thirds vote" shall require the action to be taken by such proportion of the votes cast at such meeting (rather than a proportion of the total number of members entitled to vote thereon). Blank votes or abstentions shall not be counted in the number of votes cast.

Section 1.12 Qualification of Voters; Record Date; Voting Entitlement. The Board of Directors may fix, in advance, a date as the record date for the purpose of determining the members entitled to notice of any meeting of members or any adjournment thereof. Such record date shall not be more than fifty (50) nor less than ten (10) days before the date of the meeting.

Any member, otherwise eligible to vote, is entitled to vote at any meeting of the members, except that the Board of Directors may fix a date as the record date for the purpose of determining the members entitled to vote at any meeting of members or any adjournment thereof, or to express consent to or dissent from any proposal without a meeting or for the purpose of any other action by the members. Such record date shall not be more than fifty (50) nor less than ten (10) days before the date of the meeting. If no such record date is fixed: (1) the record date for the determination of members entitled to vote at a meeting of members shall be at the close of business on the day next preceding the day on which notice is given, or, if no notice is given, the day on which the meeting is held; and (2) the record date for determining members for any other purpose shall be at the close of business on the day on which the resolution of the Board of Directors relating thereto is adopted.

When a determination of members of record entitled to notice of or to vote at any meeting of members has been made as provided in this Section 1.12, such determination shall apply to any adjournment thereof, unless the Board of Directors fixes a new record date for the adjourned meeting.

In any case in which a member is entitled to vote, such member shall have no more than, nor less than, one vote.

ARTICLE II BOARD OF DIRECTORS

Section 2.01 Power of Board and Qualifications of Directors. The Association shall be managed by its Board of Directors. Each director shall be at least eighteen years of age and a member of the Association. The Board of Directors shall have general power to control and manage the affairs and property of the Association subject to applicable law and in accordance with the purposes and limitations set forth in the Certificate of Incorporation and herein. Without limiting the generality of the foregoing, the Board of Directors may: (i) appoint and discharge advisors and consultants who have skills necessary or helpful to the Association, (ii) employ and discharge persons for the furtherance of the purposes of the Association and (iii) exercise all other powers necessary to manage the affairs and further the purposes of the Association in conformity with the Certificate of Incorporation and these By-Laws.

Section 2.02 Number of Directors. The number of directors constituting the Entire Board shall be not less than three (3) and not more than twenty-five (25) directors and allocated among three Classes, as provided in Section 2.03. A majority of the Entire Board, prior to any increase or decrease, if there are no vacancies, may amend this By-Law to increase or decrease the number of directors, provided that no decrease shall shorten the term of any incumbent director and provided further that the number of directors shall never be less than three (3). If the Board of Directors increases the number of directors, the Board of Directors shall assign each new directorship to one of the three (3) Classes provided in Section 2.03. Similarly, if the Board of Directors decreases the number of directors, the Board of Directors shall indicate which of the three (3) Classes shall be reduced in size. If such newly created directorships are filled by the Board of Directors, there shall be no classification of the additional directors until the next Annual Meeting of the members.

“Entire Board” means the total number of directors entitled to vote which the Association would have if there were no vacancies and shall consist of the number of directors within the range specified in this Section 2.02 that were elected as of the most recently held election of directors.

Section 2.03 Election and Term of Directors. At each Annual Meeting of the members, the members shall elect directors to succeed the directors whose terms are expiring, each new director to hold office for a term

of three (3) years, unless elected or appointed to fill a partial term, and until his or her successor has been elected and qualified. No director may serve more than two (2) consecutive terms. Notwithstanding the foregoing, (a) if a director is elected or appointed to fill a partial term of less than two (2) years, such partial term shall not be subject to the foregoing limitation and (b) if the President is in his or her final term and the Board of Directors deems that his or her services are needed for any period up to one (1) year to assist with a transition, the Board of Directors may vote to extend such term up to one (1) year. Any director who has served two (2) consecutive terms (including any terms extended pursuant to the prior sentence) will be eligible for re-election as a director only after a hiatus of at least one (1) year of not being a director of the Association.

The directors composing the Entire Board shall be allocated to three (3) Classes (A, B and C) with each class being on the same election cycle and each Class holding overlapping terms of three (3) years. Each Class shall be composed of as close to one-third of the Entire Board as possible. Once the term of office of each Class A, Class B and Class C director expires, his or her successor shall thereafter hold office for a term of three (3) years until his or her successor has been elected and qualified.

Section 2.04 Quorum of Directors and Action by the Board. Unless a greater proportion is required by law or by Certificate of Incorporation, one-third of the Entire Board of Directors shall constitute a quorum for the transaction of business or of any specified item of business, and, except as otherwise provided by law or by the Certificate of Incorporation or these By-Laws, the vote of a majority of the directors present at the meeting at the time of such vote, if a quorum is then present, shall be the act of the Board of Directors. Without limiting the generality of the foregoing, the vote of two-thirds of the directors is required for:

- (a) an amendment of or change to these By-Laws, the Association's Certificate of Incorporation or mission statement;
- (b) a petition for judicial dissolution, authorization of a plan of non-judicial dissolution or revocation of a voluntary dissolution proceeding;
- (c) the formation of any entity affiliated with the Association;
- (d) a purchase, sale, mortgage, lease, exchange or other disposition of real property if such property constitutes all, or substantially all, of the Association's assets; or
- (e) approval of a plan of merger.

Section 2.05 Meeting of the Board of Directors. Regular meetings of the Board of Directors may be held at such times fixed by the Board of Directors. Special meetings of the Board of Directors may be held anytime, whenever called by the President or any two (2) directors.

Meetings of the Board of Directors may be held at such places within or without the State of New York as may be fixed by the Board of Directors for annual and regular meetings and in the notice of meeting for special meetings.

No formal notice need be given of regular meetings of the Board of Directors if the time and place of such meetings are fixed by the Board of Directors. However, notice of each special meeting of the Board of Directors shall be given to each director personally, by mail, or by facsimile telecommunication or by electronic mail not later than noon, New York time, on the fifth business day prior to the meeting. Notices shall be deemed to have been given by mail when deposited in the United States mail, by facsimile telecommunication or by electronic mail at the time of filing and personally at the time of delivery. Notices shall be sent to each director at the address, facsimile number or electronic mail address designated by such director, at his or her last known residence or his or her business address. Oral or telephonic notices of meetings shall not be permitted.

A notice, or waiver of notice, need not specify the purpose of any regular or special meeting of the Board of Directors.

Notice of a meeting of the Board of Directors need not be given to any director who submits a signed waiver of notice whether before or after the meeting, or who attends the meeting without protesting, either prior to or at the commencement of such meeting, the lack of notice to him or her. Such waiver of notice may be written or electronic. If written, the waiver must be executed by the director signing such waiver or causing his or her signature to be affixed to such waiver by any reasonable means including but not limited to facsimile signature. If electronic, the transmission of the consent must be sent by electronic mail and set forth, or be submitted with, information from which it can reasonably be determined that the transmission was authorized by the director.

A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. Notice of any adjournment of a meeting to another time or place shall be given in the manner described above to the directors who were not present at the time of the adjournment and, unless such time and place are announced at the meeting, to the other directors.

Section 2.06 Informal Action by Directors; Meetings by Conference Telephone. Unless otherwise restricted by law, the Certificate of Incorporation or these By-Laws, any action required or permitted to be taken by the Board of Directors or a Committee of the Board (as defined in Article III, Section 3.01) may be taken without a meeting if all directors or members of such Committee of the Board consent in writing to the adoption of a resolution authorizing the action. Such consent may be written or electronic. If written, the consent must be executed by the director by signing such consent or causing his or her signature to be affixed to such consent by any reasonable means including, but not limited to, facsimile signature. If electronic, the transmission of the consent must be sent by electronic mail and set forth, or be submitted with, information from which it can reasonably be determined that the transmission was authorized by the director. The resolution and the written consents thereto by directors as members of the Board of Directors or Committee of the Board, as applicable, shall be filed with the minutes of proceedings of the Board of Directors. The Board may from time to time adopt policies regarding actions, resolutions and written consents undertaken by Committees of the Corporation (as defined in Article III, Section 3.02).

Unless otherwise restricted by the Certificate of Incorporation or these By-Laws, any one or more members of the Board of Directors or of any committee thereof who is not physically present at a meeting of the Board of Directors or a committee may participate by means of a conference telephone or similar communications equipment or by electronic video screen communication. Participation by such means shall constitute presence in person at a meeting as long as all persons participating in the meeting can hear each other at the same time and each director can participate in all matters before the Board of Directors, including, without limitation, the ability to propose, object to, and vote upon a specific action to be taken by the Board of Directors or Committee of the Board.

Section 2.07 Resignations. Any director of the Association may resign at any time by giving written notice to the Board of Directors or to the President or to the Secretary of the Association. Such resignation shall take effect at the time specified therein, and unless otherwise specified therein, no acceptance of such resignation shall be necessary to make it effective.

Section 2.08 Removal of Directors. Any director may be removed with cause by action of the Board of Directors, provided there is a quorum of at least a majority of the Entire Board present if such action is taken at a meeting of the Board of Directors rather than by consent in accordance with Section 2.06, and provided further that at least one week's notice of the proposed action shall have been given to the Entire Board. Moreover, any one or more or all of the directors may be removed with or without cause at any time by action of the members, provided that written notice of his or her removal is given to any director so removed. .

Section 2.09 Newly-Created Directorships and Vacancies. Newly-created directorships, resulting from an increase in the number of directors, and vacancies, occurring in the Board of Directors for any reason, may be filled by vote of a majority of the directors then in office provided there shall be three (3) or more directors in office. If there shall be less than three (3) directors serving at any time, the directors then in office shall promptly by unanimous vote name at least such number of directors as shall be necessary to have three (3) directors in office. A director elected to fill a vacancy shall hold office until the next Annual Meeting at which his or her Class shall come up for election and until his or her successor is elected and qualified or until his or her earlier death, resignation or

removal in a manner permitted by law or these By-Laws. A vacancy in the Board shall be deemed to exist on the occurrence of any of the following:

- (a) the death, resignation or removal of any director;
- (b) an increase in the number of directors by resolution of the Board (subject to the limitation in Section 2.02); or
- (c) the failure of the members, at any annual or other meeting of members at which any one or more directors are to be elected, to elect the full authorized number of directors to be voted for at that meeting.

Section 2.10 Annual Report. The Board of Directors shall direct the President and Treasurer of the Association to present at the Annual Meeting of the members a financial report, verified by the President and Treasurer or a majority of the directors, or certified by an independent public accountant or certified public accountant or a firm of such accountants selected by the Board of Directors, showing in detail the following:

- (a) The assets and liabilities, including the trust funds, of the Association as of the end of a twelve (12)-month fiscal period terminating not more than six (6) months prior to the delivery of such report;
- (b) The principal changes in assets and liabilities, including trust funds, during such fiscal period;
- (c) The revenue or receipts of the Association, both unrestricted and restricted to particular purposes, during such fiscal period;
- (d) The expenses or disbursements of the Association, for both general and restricted purposes, during such fiscal period; and
- (e) The number of members of the Association as of the date of the report together with a statement of increase or decrease in such number during such fiscal period, and a statement of the place where the names and places of residence of the current members may be found.

The annual report shall be filed thereafter with the records of the Association and a copy or abstract thereof entered thereafter in the minutes of the proceedings of the next Annual Meeting of the members after the annual report has been finalized.

Section 2.11 Compensation. No compensation of any kind shall be paid to any director for the performance of his or her duties as director. This shall in no way limit the reimbursement of reasonable expenses incurred in connection with Board service. Subject to the terms of the Association's Conflicts of Interest Policy and provided that there is full disclosure of the terms of such compensation and the arrangement has been determined to be fair and reasonable and approved by the Board of Directors, a director may receive payment for services provided to the Association in any capacity separate from his or her responsibilities as a director. No person who may benefit from such compensation may be present at or otherwise participate in any Board of Directors or committee deliberation or vote concerning such person's compensation; provided that nothing in this Section 2.11 shall prohibit the Board of Directors or authorized committee from requesting that a person who may benefit from such compensation present information as background or answer questions at a Board of Directors or committee meeting prior to the commencement of deliberations or voting relating thereto. Nothing in this Section 2.11 or in paragraph (b) of Section 715 of the New York Not-for-Profit Corporation Law shall be construed to prohibit a director from deliberating or voting concerning compensation for service on the Board of Directors that is to be made available or provided to all directors on the same or substantially similar terms.

Section 2.12 Independent Director.

- (a) An Independent Director means a director who:

(i) is not, and has not been within the last three (3) years, an employee or Key Person (defined below in Section 2.12(b)(iii)) of the Association or an Affiliate (defined below in Section 2.12(b)(i)) of the Association, and does not have a Relative (defined below in Section 2.12(b)(vii)) who is, or has been within the last three (3) years, a Key Person of the Association or an Affiliate of the Association;

(ii) has not received and does not have a Relative who has received, in any of the last three (3) fiscal years, more than ten thousand dollars (\$10,000) in direct Compensation (defined below in Section 2.12(b)(ii)) from the Association or an Affiliate of the Association.

(iii) is not a current employee of or does not have a substantial financial interest in, and does not have a Relative who is a current officer of or has a substantial financial interest in, any entity that has provided payments, property or services to, or received payments, property or services from, the Association or an Affiliate of the Association if the amount paid by the Association to the entity or received by the Association from the entity for such property or services, in any of the last three (3) Fiscal Years, exceeded:

- (A) the lesser of ten thousand dollars (\$10,000) or two percent (2%) of such entity's consolidated gross revenues, if the entity's consolidated gross revenue was less than five hundred thousand dollars (\$500,000);
- (B) twenty-five thousand dollars (\$25,000), if the entity's consolidated gross revenue was five hundred thousand dollars (\$500,000) or more but less than ten million dollars (\$10,000,000); or
- (C) one hundred thousand dollars (\$100,000), if the entity's consolidated gross revenue was ten million dollars or more (\$10,000,000); or

(iv) is not and does not have a Relative who is a current owner, whether wholly or partially director, officer or employee of the Association's outside auditor or who has worked on the Association's audit at any time during the past three (3) Fiscal Years.

(b) For purposes of these By-Laws:

(i) "Affiliate" of the Association means any entity controlled by, or in control of the Association;

(ii) "Compensation" does not include reimbursement for expenses reasonably incurred as a director or reasonable compensation for service as a director as permitted by paragraph (a) of Section 202 (General and special powers) of the New York Not-for-Profit Corporation Law;

(iii) "Key Person" means any person other than a director or officer, whether or not an employee of the Association, who (A) has responsibilities, or exercises powers or influence over the Association as a whole similar to the responsibilities, powers or influence of directors and officers; (B) manages the Association, or a segment of the Association that represents a substantial portion of the activities, assets, income, or expenses of the Association; or (C) alone, or with others controls or determines a substantial portion of the Association's capital expenditures or operating budget,

(iv) "Payment" does not include charitable contributions, dues or fees paid to the Association for services which the Association performs as part of its nonprofit purposes, or payments made by the Association at fixed or non-negotiable rates or amounts for

services received, provided that such services by and to the Association are available to individual members of the public on the same terms, and such services received by the Association are not available from another source;

(v) “Related Party” means (A) any director, officer or Key Person of the Association, or any Affiliate of the Association; (B) any Relative of any individual described in clause (A) of this subparagraph; or (C) any entity in which any individual described in clauses (A) and (B) of this subparagraph has a thirty-five percent (35%) or greater ownership or beneficial interest or, in the case of a partnership or professional corporation, a direct or indirect ownership interest in excess of five percent (5%);

(vi) “Related Party Transaction” means any transaction, agreement or any other arrangement in which a Related Party has a financial interest and in which the Association or any Affiliate of the Association is a participant, except that a transaction shall not be a Related Party Transaction if: (A) the transaction of the Related Party’s financial interest in the transaction is de minimis, (B) the transaction would not customarily be reviewed by the board or boards of similar organization in the ordinary course of business and is available to others on the same or similar terms, or (C) the transaction constitutes a benefit provided to a Related Party solely as a member of a class of the beneficiaries that the Association intends to benefit as part of the accomplishment of its mission which benefit is available to all similarly situated members of the same class on the same terms; and

(vii) A “Relative” of an individual means (A) his or her spouse or domestic partner as defined in section 2994(a) of the public health law; (B) his or her ancestors, brothers and sisters (whether whole or half-blood), children (whether natural or adopted), grandchildren, great-grandchildren; or (C) the spouse or domestic partner of his or her brothers, sisters, children, grandchildren, and great-grandchildren.

Section 2.13 Policies. The Board of Directors is responsible for the adoption, oversight and implementation of, and compliance with, a conflicts of interest policy and a whistleblower policy.

ARTICLE III COMMITTEES

Section 3.01 Committees of the Board. The Board of Directors, by resolution adopted by a majority of the Entire Board, may designate from among the directors, and only directors, persons to serve on committees (“Committees of the Board”), each consisting of three (3) or more directors. The Board of Directors may designate one or more directors as alternate members of any Committee of the Board who may replace any absent member or members at any meeting of such committee. Each Committee of the Board so appointed, to the extent provided in the resolution, shall have all the authority of the Board of Directors, except that no such committee shall have authority as to the following matters:

- (a) Submission to members of any action with respect to which members’ approval is required by law;
- (b) Filling vacancies in the Board of Directors or in any committee;

- (c) Fixing compensation, if any, of the directors for serving on the Board of Directors or on any committee;
- (d) Amending or repealing the By-Laws or adopting new By-Laws;
- (e) Amending or repealing any resolution of the Board of Directors which by its terms cannot be amended or repealed;
- (f) The election or removal of officers and directors;
- (g) The approval of a merger or plan of dissolution;
- (h) The adoption of a resolution recommending to the members action on the sale, lease, exchange, or other disposition of all or substantially all the assets of the Association; and
- (i) The approval of amendments to the Certificate of Incorporation.

The President, Vice President, and other officers may serve as members *ex officio* of Committees of the Board.

The President shall appoint a chair or co-chairs of each Committee of the Board unless this Section 3.01 provides for the chair to serve on an *ex officio* basis.

Individuals, whether directors or non-directors, who are not members of a Committee of the Board, may be invited by the Board of Directors or by the chair of that Committee of the Board to advise such Committee of the Board on a standing or ad hoc basis. Such individuals shall not vote or participate in deliberations of any Committee of the Board.

The following Committees of the Board shall have the authority to act on behalf of the Board of Directors as specifically outlined below:

(i) Executive Committee. The Executive Committee shall be composed of the President, Executive Vice President, other Vice President(s), Secretary, Treasurer, and any other such officers as may be duly elected, and the President shall serve as chair of the Executive Committee. Any other members shall be appointed by a majority of the Entire Board as set forth above in the beginning of this Section 3.01. The Executive Committee shall have all the authority of the Board of Directors except as to the matters for which no committee shall have authority as set forth in this Section 3.01.

(ii) Finance Committee. The Treasurer shall serve as an *ex-officio* member and as chair of the Finance Committee. The other members of the Finance Committee shall be appointed by a majority of the Entire Board as set forth above in this Section 3.01. The Finance Committee shall advise the Treasurer and the Board concerning the fiscal policy of the Association; shall provide periodic financial reports to the Board; and shall develop and propose financial and investment policies and annual budgets (and any amendments thereto) for approval by the Board. The Finance Committee shall have an Investment Subcommittee, which shall include at least two (2) directors (at least one of whom is a member of the Finance Committee) and which may be made up of directors and members. The Investment Subcommittee shall consult with the Finance Committee and assist the latter by evaluating and recommending investment opportunities and strategies. The Investment Subcommittee shall provide knowledgeable, objective and independent advice to the Finance Committee and staff on strategic investment planning and policy; research, evaluate and recommend appropriate investment advisors to the Finance Committee; identify investment opportunities; recommend how the assets of the Association are to be managed; develop an appropriate investment strategy for those assets; prepare an Investment Policy Statement for the Finance Committee to submit to the Board of Directors to review and approve; and implement all such strategies.

(iii) Governance Committee. The chair of the Governance Committee shall not be a sitting officer of the Association. The Governance Committee's chief responsibilities are to determine the knowledge, attributes and skills the Board of Directors will need to accomplish its goals; help identify potential directors; assess the quality of performance of the Board of Directors as a whole and of individual members of the Board of Directors; design orientation and other programs of Board of Directors for information, education and team building; propose, as appropriate, changes in Board of Directors structure, operations, policies, and By-Laws; and address any issues of conflicts of interest or other governance issues that may arise from time to time.

(iv) Audit Committee. The Audit Committee of the Board shall be comprised exclusively of Independent Directors as defined in Article II, Section 2.12(a). The Audit Committee shall:

- (A) review with the independent auditor the scope and planning of the audit prior to the audit's commencement;
- (B) upon completion of the audit, review and discuss with the independent auditor:
 - (1) any material risks and weaknesses in internal controls identified by the auditor;
 - (2) any restrictions placed on the scope of the auditor's activities or access to requested information;
 - (3) any significant disagreements between the auditor and management; and
 - (4) the adequacy of the Association's accounting and financial reporting processes.
- (C) annually consider the performance and independence of the auditor and propose hiring and termination of independent auditors to the Board of Directors to approve;
- (D) report on the Audit Committee's activities and independent auditor's report to the Board of Directors; and
- (E) submit the final independent auditor's report and audited financial statements to the Board of Directors to accept.

No Committee of the Board listed above shall have any other authority to act on behalf of the Board of Directors.

Only Independent Directors may participate in any Board of Directors or Committee of the Board deliberation or voting relating to matters set forth in Section 3.01, provided that nothing in this Section 3.01 shall prohibit the Board Directors or any Committee of the Board from requesting that a person with an interest in the matter present information as background or answer questions at a Board of Directors or Committee of the Board meeting prior to the commencement of deliberation or voting relating thereto.

Section 3.02. Committees of the Corporation. The Board of Directors may designate from among the directors, persons to serve on committees of the corporation ("Committees of the Corporation"). In addition, the chairs of Committees of the Corporation, with the approval of the President or the President alone, may designate from among members of the Association additional persons to serve on Committees of the Corporation. Such Committees of the Corporation may not exercise the authority of the Board of Directors to make decisions on behalf of the Association, but shall be restricted to making recommendations to the Board of Directors or Committees of the Board, and implementing decisions of the Board of Directors or Committees of the Board and policies under the supervision and control of the Board of Directors or Committees of the Board. Each such member of any

Committee of the Corporation shall have only the obligations as the Board of Directors may from time to time determine.

The President, any Vice Presidents, and other officers may serve as members *ex officio* of Committees of the Corporation.

The President shall appoint a chair or co-chairs of each Committee of the Corporation.

There may be Committees of the Corporation, including but not limited to the following:

(i) Diversity Committee. The Diversity Committee, which shall include at least two (2) directors, shall be made up of directors and members of the Association. The Diversity Committee shall seek to provide opportunities for under-represented alumnae/i to network, attract additional under-represented alumni as members, support under-represented students, and support initiatives to increase representation of under-represented students at Hunter College High School.

(ii) Program Committee. The Program Committee, which shall include at least two (2) directors, shall be made up of directors and members of the Association. The Program Committee shall schedule and organize programs, establish policies that guide the design and implementation of program activities, evaluate program effectiveness, and seek to guarantee that the programing addresses the needs of the Association's constituencies, thereby fulfilling the mission of the Association.

(iii) Development Committee. The Development Committee, which shall include at least two (2) directors, shall be made up of directors and members of the Association. The Development Committee shall provide input and guidance into development and execution of the annual campaign and class giving, including direct mail, personal solicitation and events fundraising; identify specific, potential sources of funds from a diverse mix of sources; and plan and implement campaigns to solicit funds from other members and colleagues, including personal solicitation, auctions, reunions, and other events.

(iv) Grants Committee. A Grants Committee, which shall include at least two (2) directors, shall be made up of directors and members of the Association. The Grants Committee shall be responsible for coordinating the Association's grant program to further the interests and goals of the Association and its members. The Grants Committee shall review and revise the application process as needed; announce deadlines to solicit applications from faculty, administrators and staff; review proposal submissions; coordinate the proposed expenditures with the Finance Committee and staff; and make its recommendation for grant awards to the Board of Directors based on established criteria and contemporary funding circumstances.

Section 3.03 Additional Committees. The Board of Directors, by resolution adopted by a majority of the Entire Board, may create such additional Committees of the Board and, by a resolution adopted by the Board, may create additional Committees of the Corporation as it deems desirable. The members and chairs of any additional Committees of the Board and Committees of the Corporation shall be designated pursuant to the terms of Sections 3.01 and 3.02, respectively. All such committees shall have only the powers specifically delegated to them by the Board of Directors and in no case shall they have powers which are not permitted to be delegated to committees under applicable law.

Section 3.04 Committee Rules. Unless the Board of Directors otherwise provides, each Committee of the Board and Committee of the Corporation designated by the Board of Directors may make, alter and repeal rules for the conduct of its business. In the absence of a contrary provision by these By-Laws or the Board of Directors or in rules adopted by any such committee, a majority of the entire authorized number of members of each such

Committee of the Board shall constitute a quorum for the transaction of business, the vote of a majority of the members present at a meeting at the time of such vote if a quorum is then present shall be the act of such Committee of the Board, and each such Committee of the Board shall otherwise conduct its business in the same manner as the Board of Directors conducts its business under Article II of these By-Laws. Unless otherwise restricted by the Certificate of Incorporation or these By-Laws, any action required or permitted to be taken by such Committee of the Board may be taken without a meeting if all members of such committee consent in writing to the adoption of a resolution authorizing the action. All resolutions and the written consents thereto by the members of any such Committee of the Board shall be filed with the minutes of proceedings of the Board or Directors. The Board may from time to time adopt policies regarding quorum requirements, votes, actions, resolutions and written consents undertaken by Committees of the Corporation.

No member of any Committee of the Board or any Committee of the Corporation shall receive, directly or indirectly, any salary or compensation for any service rendered to the Association as a member of any Committee of the Board or Committee of the Corporation, as the case may be, except that the Board of Directors may authorize reimbursement of expenditures reasonably incurred on behalf of activities for the benefit of the Association.

Section 3.05 Service of Committees. Each Committee of the Board and Committee of the Corporation and all members thereof shall serve at the pleasure of the Board of Directors. Any member of a Committee of the Board may be removed by a majority vote of the Entire Board with or without cause at any time and any member of a Committee of the Corporation may be removed by the Board of Directors with or without cause at any time. The designation of any such committee and the delegation thereto of authority shall not alone relieve any director of his or her duty to the Association under Section 717 (Duty of directors and officers) of the New York Not-for-Profit Corporation Law.

ARTICLE IV OFFICERS

Section 4.01 Officers. The Board of Directors shall elect or appoint a President, a Vice President, a Secretary and a Treasurer. The Board of Directors may also elect or appoint an Executive Vice President and one or more additional Vice Presidents, Assistant Vice-Presidents, Assistant Secretaries, Assistant Treasurers and other officers, and may give any of them such further designation or alternate titles as it considers desirable. Any two or more offices may be held by the same person except the offices of President and Secretary.

Section 4.02 Terms of Office and Removal. Each officer shall hold office for the term for which he or she is elected or appointed and until his or her successor has been elected or appointed and qualified. All officers shall be elected or appointed annually. All officers serve at the pleasure of the Board of Directors and any officer may be removed by the Board of Directors with or without cause at any time. Removal of an officer without cause shall be without prejudice to his or her contract rights, if any, and the election or appointment of an officer shall not of itself create contract rights.

Section 4.03 Powers and Duties of Officers. Subject to the control of the Board of Directors, all officers as between themselves and the Association shall have such authority and perform such duties in the management of the Association as may be provided by the Board of Directors and, to the extent not so provided, as generally pertain to their respective offices. No employee of the Association shall serve as chair of the Board of Directors or hold any other title with similar responsibilities (including President), unless the Board of Directors approves such employee serving in such capacity by a two-thirds vote of the Entire Board and contemporaneously documents in writing the basis for such approval; provided, however, that no such employee shall be considered an Independent Director.

Section 4.04 President: Powers and Duties. The President shall preside as the chair at all meetings of the Board of Directors and the Executive Committee. The President shall have general supervision of the affairs of the Association and shall keep the Board of Directors fully informed about the activities of the Association. He or she has the power to sign and execute in the name of the Association all contracts authorized either generally or

specifically by the Board of Directors, unless the Board of Directors shall specifically require an additional signature. The President shall perform all the duties usually incident to the office of the President and shall perform such other duties as from time to time may be assigned by the Board of Directors. There shall only be one President.

Section 4.05 Vice-Presidents: Powers and Duties. One or more Vice Presidents (and the Executive Vice President if one is appointed by the Board of Directors pursuant to Section 4.01) shall have such powers and duties as may be assigned to them by the Board of Directors. In the absence of the President, the Executive Vice President (if one is appointed) and then the Vice President(s), in the order designated by the Board of Directors, shall perform the duties of the President.

Section 4.06 Secretary: Powers and Duties. He or she shall be responsible for the giving and serving of all notices of the Association and receiving the annual disclosure statements required by the Association's Conflict of Interest Policy, shall perform all the duties customarily incidental to the office of the Secretary, subject to the control of the Board of Directors, and shall perform such other duties as shall from time to time be assigned by the Board of Directors.

Section 4.07 Treasurer: Powers and Duties. The Treasurer shall keep or cause to be kept full and accurate accounts of receipts and disbursements of the Association, and shall deposit or cause to be deposited all moneys, evidences of indebtedness and other valuable documents of the Association in the name and to the credit of the Association in such banks or depositories as the Board of Directors may designate. At the Annual Meeting of the members, he or she shall render a report of the Association's accounts as contemplated by Article II, Section 2.10. The Treasurer shall, at all reasonable times, exhibit the Association's books and accounts to any officer or director of the Association, and whenever required by the Board of Directors, render a statement of the Association's accounts and perform all duties incident to the position of Treasurer, subject to the control of the Board of Directors.

Section 4.08 Compensation. Any officer who is not a director but is an employee or agent of the Association is authorized to receive a reasonable salary or other reasonable compensation for services rendered to the Association as an employee or agent when authorized by a majority of the Entire Board and only when so authorized. No person who may benefit from such compensation may be present at or otherwise participate in any Board of Directors or Committee of the Board deliberation or vote concerning such person's compensation; provided that nothing in this Section 4.08 shall prohibit the Board of Directors or authorized Committee of the Board from requesting that a person who may benefit from such compensation present information as background or answer questions at a Board of Directors or Committee of the Board meeting prior to the commencement of deliberations or voting relating therein.

Section 4.9 Advisors. The Board of Directors may from time to time appoint former Board of Directors members who are unable to serve actively to become advisors to the Board of Directors. Advisors may be invited to meetings and functions of the Association but they will not have voting rights.

Section 4.10 Employees and Other Agents. The Board of Directors may from time to time appoint such employees and other agents as it shall deem necessary, each of whom shall hold office at the pleasure of the Board of Directors, and shall have such authority and perform such duties and shall receive such reasonable compensation, if any, as the Board of Directors may from time to time determine. To the fullest extent allowed by law, the Board of Directors may delegate to any employee or agent any powers possessed by the Board of Directors and may prescribe their respective title, terms of office, authorities and duties.

ARTICLE V INDEMNIFICATION AND INSURANCE

Section 5.01 Indemnification. The Association shall indemnify each person made, or threatened to be made, a party to any action or proceeding, other than one by or in the right of the Association to procure a judgment in its favor, whether civil or criminal, including an action by or in the right of any other corporation of any kind,

domestic or foreign, or any partnership, joint venture, trust, employee benefit plan or other enterprise, which any director or officer of the Association served in any capacity at the request of the Association, by reason of the fact that such person's testator or intestate is or was a director or officer of the Association, or serves or served at the request of the Association any other corporation, partnership, joint venture, trust, employee benefit plan or other enterprise in any capacity, against judgments, fines, penalties, amounts paid in settlement and reasonable expenses, including attorneys' fees, actually and necessarily incurred as a result of such action or proceeding, or any appeal therein, provided that such officer or director acted in good faith for a purpose which he or she reasonably believed to be in (or in the case of service to any other corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, not opposed to) the best interests of the Association, and, in criminal actions or proceedings, in addition, had no reasonable cause to believe that his conduct was unlawful, and no such indemnification shall be required with respect to any settlement or other non-adjudicated disposition of any threatened or pending action or proceeding unless the Association has given its prior consent to such settlement or other disposition.

The termination of any such civil or criminal action or proceeding by judgment, settlement, conviction or upon a plea of nolo contendere, or its equivalent, shall not in itself create a presumption that any such director or officer did not act, in good faith, for a purpose which he reasonably believed to be in, or, in the case of service for any other corporation or any partnership, joint venture, trust, employee benefit plan or other enterprise, not opposed to, the best interests of the Association or that he had reasonable cause to believe that his conduct was unlawful.

The Association shall indemnify any person, as above provided, in connection with an action by or in right of the Association to procure a judgment in its favor, except that no indemnification shall be made in respect of a threatened action, or any claim, issue or matter as to otherwise dispose of, or any claim, issue or matter as to which such person shall have been adjudged liable to the Association, unless and only to the extent that, the court in which the action was brought, or, if no action was brought, any court competent jurisdiction, determines upon application that, in view of all the circumstances of the case, the person is fairly and reasonably entitled to indemnify for such portion of the settlement amount and expenses as the court deems proper.

The Association shall advance or promptly reimburse, upon request, any person entitled to indemnification hereunder for all expenses, including attorneys' fees, reasonably incurred in defending any action or proceeding in advance of the final disposition thereof upon receipt of any undertaking by or on behalf of such person to repay such amount if such person is ultimately found not to be entitled to indemnification or, where indemnification is granted, to the extent the expenses so advanced or reimbursed exceed the amount to which such person is entitled, provided, however, that such person shall cooperate in good faith with any request by the Association that common counsel be utilized by the parties to an action or proceeding who are similarly situated unless to do so would be inappropriate due to actual or potential differing interests between or among such parties.

Nothing herein shall limit or affect any right of any person otherwise than hereunder to indemnification or expenses, including attorneys' fees, under any statute, rule, regulation, certificate of incorporation, by-law, insurance policy, contract or otherwise.

In case any provision in this By-Law shall be determined at any time to be unenforceable in any respect, the other provisions shall not in any way be affected or impaired thereby, and the affected provision shall be given the fullest possible enforcement in the circumstances, it being the intention of the Association to afford indemnifications and advancement to expenses to its directors and officers, acting in such capacities or in the order of capacities mentioned herein, to the fullest extent permitted by law.

A person who has been successful, on the merits or otherwise, in the defense of a civil or criminal action or proceeding of the character described in the first paragraph of this Section 5.01 shall be entitled to indemnification as authorized herein. Except as provided in the preceding sentence and unless ordered by a court, any indemnification under these By-Laws shall be made by the Association if, and only if, authorized in the specific case:

(a) By the Board of Directors acting by a quorum consisting of directors who are not parties to such section or proceeding upon a finding that the director or officer has met the standard of conduct set forth in the first paragraph of this Section 5.01, or,

(b) If such a quorum is not obtainable or, even if obtainable, a quorum of disinterested directors so directs:

(i) By the Board of Directors upon the opinion in writing of independent counsel that indemnification is proper in the circumstances because the standard of conduct set forth in the first paragraph of this Section 5.01 has been met by such director or officer, or

(ii) By the numbers upon a finding that the director or officer has met the applicable standards of conduct set forth in the first paragraph of this Section 5.01.

Section 5.02 Insurance. The Association shall have the power to purchase and maintain insurance to indemnify the Association for any obligation which it incurs as a result of the indemnification of directors and officers under the provisions of Section 5.01, to indemnify directors and officers in instances in which they may be indemnified by the Association under the provisions of Section 5.01, and to indemnify directors and officers in instances in which they may not otherwise be indemnified by the Association under the provisions of Section 5.01, provided that, in this latter case, all legal requirements be met with regard to the contract of insurance.

Section 5.03 Conditions for Indemnification and Insurance. This Article shall, in no event be, construed to authorize any act of self-dealing within the meaning of Section 4941 of the Internal Revenue Code of 1986, as amended (the “Code”), or any other act expressly prohibited by the Code, the New York Not-for-Profit Corporation Law, or any other applicable law.

ARTICLE VI RELATED PARTY TRANSACTIONS

Section 6.01 Related Party Transactions.

(a) The Association shall not enter into any Related Party Transaction unless the transaction is determined by the Board of Directors to be fair, reasonable and in the Association’s best interest at the time of such determination. Any director, officer or key employee who has an interest in a Related Party Transaction shall disclose in good faith to the Board of Directors, or an authorized committee thereof, the material facts concerning such interest.

(h) With respect to any Related Party Transaction involving a charitable corporation and in which a Related Party has a substantial financial interest, the Board of Directors, or an authorized Committee of the Board, shall:

(i) Prior to entering into the transaction, consider alternative transactions to the extent available;

(ii) Approve the transaction by not less than a majority vote of the directors or committee members present at the meeting; and

(iii) Contemporaneously document in writing the basis for the Board of Directors or authorized Committee of the Board’s approval, including its consideration of any alternative transactions.

(c) Any Related Party Transaction that is entered into without first taking the actions set forth in Section 6.01(b) above shall be void or voidable.

(d) No Related Party may participate in deliberations or voting relating to matters set forth in this section; provided that nothing in this section shall prohibit the Board of Directors or authorized Committee of the Board from requesting that a Related Party present information concerning a Related Party Transaction at a Board of Directors or Committee of the Board meeting prior to the commencement of deliberations or voting relating thereto.

(e) For purposes of this Section 6.01, the terms “Related Party” and “Related Party Transaction” shall have the meanings set forth in Article II, Section 2.12.

Section 6.02 Conflict of Interest Policy.

(a) The Association shall adopt a Conflict of Interest Policy to ensure that its directors, officers and key employees act in the Association’s best interest and comply with applicable legal requirements.

(b) The Conflict of Interest Policy shall include, at a minimum, the following provisions:

- (i) a definition of the circumstances that constitute a conflict of interest;
- (ii) procedures for disclosing a conflict of interest to the Audit Committee;
- (iii) a requirement that the person with the conflict of interest not be present at or participate in Board of Directors or Committee of the Board deliberation or vote on the matter giving rise to such conflict;
- (iv) a prohibition against any attempt by the person with the conflict to influence improperly the deliberation or voting on the matter giving rise to such conflict;
- (v) a requirement that the existence and resolution of the conflict be documented in the Association’s records, including in the minutes of any meeting at which the conflict was discussed or voted upon; and
- (vi) procedures for disclosing, addressing, and documenting Related Party Transactions in accordance with Section 6.01.

The Conflict of Interest Policy shall require that prior to the initial election of any director, and annually thereafter, such director shall complete, sign and submit to the Secretary a written statement identifying, to the best of the director’s knowledge, any entity of which such director is an officer, director, trustee, member, owner (either as a sole proprietor or a partner), or employee and with which the Association has a relationship, and any transaction in which the Association is a participant and in which the director might have a conflicting interest. The policy shall require that each director annually resubmit such written statement. The Secretary shall provide a copy of all completed statements to the chair of the Audit Committee.

**ARTICLE VII
MISCELLANEOUS**

Section 7.01 Fiscal Year. The fiscal year of the Association shall be the twelve (12) months ended June 30 or such other period as may be fixed by the Board of Directors (the “Fiscal Year”).

Section 7.02 Corporate Seal. The corporate seal shall have the name of the Association inscribed thereon and shall be in such form as may be approved from time to time by the Board of Directors.

Section 7.03 Books and Records to Be Kept. The Association shall keep at its principal office in the State of New York, (a) correct and complete books and records of account, (b) minutes of the proceedings of the Board of Directors and any Committee of the Board, as well as records of any Committee of the Corporation required by any policy adopted by the Board of Directors, and (c) a current list of the directors and officers of the Association

and their residence addresses. Any of the books, minutes and records of the Association may be in written form or in any other form capable of being converted into written form within a reasonable time, including, without limitation, on a computer server which may be located at the principal office or elsewhere.

Section 7.04 Offices. The principal office of the Association shall be in New York County, State of New York. The Association may also have offices at such other places as the Board of Directors may from time to time determine or the business of the Association may require.

Section 7.05 Non-Discrimination. In all of its dealings, neither the Association nor its duly authorized agents shall discriminate against any individual or group for reasons of race, color, creed, gender, age, ethnicity, national origin, marital status, sexual preference or identification, mental or physical disability or any category protected by state or federal law.

Section 7.06 Checks, Notes, Contracts, Investments. The Board of Directors is authorized to select the banks or depositories it deems proper for the funds of the Association. All checks and drafts on the Association's bank accounts and all bills of exchange and promissory notes, and all acceptances, obligations and other instruments for the payment of money, may be signed by any director of the Association, the President, any Vice President or the Treasurer and may also be signed by such other officer or officers, agent or agents, as shall be thereunto authorized from time to time by the Board of Directors, unless the Board of Directors adopts a more stringent signatory or approval policy.

The funds of the Association may be retained in whole or in part in cash or be invested and reinvested from time to time in such property, real, personal or otherwise, including stocks, bonds or other securities, as the Board of Directors may deem desirable.

Section 7.07 Amendment of By-Laws. By-Laws of the Association may be adopted, amended or repealed by the Board of Directors or by the members at the time entitled to vote in the election of directors. Any proposed amendment to the By-Laws shall be given personally, by mail, by facsimile communication, or by electronic mail to each member of the Board of Directors at least fourteen (14) days in advance of the meeting at which such proposed amendment shall be considered. Any By-Law adopted by the members may be amended or repealed by the Board of Directors, except that the Board of Directors shall not have authority to amend or repeal a By-Law adopted by the members which deals with the identity, qualifications or powers of the members. The vote of a majority of the Entire Board shall be required to amend Article II, Section 2.02 to increase or decrease the number of directors of the Association.

If any By-Law is adopted, amended or repealed by the Board of Directors, there shall be set forth in the notice of the next Annual Meeting of the members for the election of directors the By-Law so adopted, amended or repealed, together with a concise statement of the changes made.

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EXHIBIT F
HUNTER COLLEGE HIGH SCHOOL ALUMNAE/I ASSOCIATION, INC. (“HCHSAA”)
RESOLUTION 2022-19
ADOPTION OF MEMBER CONFIRMATION POLICY

WHEREAS, the Governance Committee recommends that the Board adopt the Member Confirmation Policy in the form attached as Exhibit F-1.

Upon motion duly made (by Altman) and seconded (by Price), it was unanimously

RESOLVED, that the Board hereby adopts the Member Confirmation Policy in the form attached as Exhibit F-1.

Vote Needed -	A majority of the directors present at the meeting after a quorum is achieved.
FOR –	Altman, Blumenthal, Daniel, Franklin, Hekker, Irving, Kerins, Oppenheim, Price, Rose, Stefanou, Stolz, VARUGHESE-Raju, and Yee
AGAINST –	None.
ABSTAIN –	None.
RECUSE –	None.
NOTES -	None.

I hereby attest that the above resolutions were unanimously adopted at the March 15, 2022 meeting of the HCHSAA Board.

Maria Hekker, Secretary

EXHIBIT F-1

**Hunter College High School Alumnae/i Association, Inc.
(HCHSAA or the Association)
Membership Confirmation Policy
Adopted March 15, 2022**

On May 11, 2021, pursuant to Section 1.01 of the HCHSAA By-Laws, the Board of Directors of HCHSAA (Board) set the dues of the Association at \$0.00. To clarify the process by which all graduates of Hunter College High School (HCHS or the School) and former students who have attended HCHS for at least three (3) years may record their membership each fiscal year, the Board adopted this Membership Confirmation Policy on March 15, 2022.

- (f) Every fiscal year after 12:01am Eastern Time on July 1st and before 5:00pm Eastern Time on the “record date” (as that term is defined in Section 1.12 of the HCHSAA By-Laws) for any member meeting, the Association shall notify all persons listed in its database (the HCHSAA Database)¹ for whom the Association has valid “Contact Information” that they must “confirm” their membership with the Association (as further defined in the next bullet) in order to be registered to vote at meetings of the members of the Association during the fiscal year. For purposes of this policy, “Contact Information” shall mean a person’s current name, postal address, and email address and may include such other similar information as the Association may from time to time require. HCHSAA’s notice to all persons in the HCHSAA Database may be provided via regular Association communications with its members (such as the printed AlumNotes and the electronic Newsletter), a mass electronic mailing to all persons in the HCHSAA Database, a notification on hchsaa.org, and/or such other similar means as may be adopted from time to time.
- (g) Each fiscal year, to “confirm” membership and register to vote a person listed in the HCHSAA Database must take one of the following steps on or before 5:00pm Eastern Time on the record date for any meeting of the members:
 - a. Sign into her/his/their account on hchsaa.org and confirm/update her/his/their Contact Information as instructed; OR
 - b. Complete and return a form confirming or updating her/his/their Contact Information (Contact Information Form). (The Contact Information Form shall be made available in print and in electronic form such as by being posted on hchsaa.org, printed in the AlumNotes, included in the electronic Newsletter, or obtained by contacting HCHSAA staff.)
- (h) Only persons who have confirmed their membership and met the requirements of Section 1.01 of the HCHSAA By-Laws by 5:00pm Eastern Time on the relevant record date shall be registered to vote at a meeting of the members.

¹ HCHSAA confirms with HCHS or other sources (such as yearbooks) whether person has graduated from HCHS or otherwise attended the School for at least three (3) years before including her/him/them in the HCHSAA Database and recording her/his/their name, address, phone number, email address, and other contact information (Contact Information) in the HCHSAA Database.

EXHIBIT G
HUNTER COLLEGE HIGH SCHOOL ALUMNAE/I ASSOCIATION, INC. (“HCHSAA”)
RESOLUTION 2022-20
ADOPTION OF PUBLICATION POLICY

WHEREAS, the Membership and Communications Committee recommends that the Board adopt the Publication Policy in the form attached as Exhibit G-1.

Upon motion duly made (by Hekker) and seconded (by Altman), it was unanimously

RESOLVED, that the Board hereby adopts the Publication Policy in the form attached as Exhibit G-1.

Vote Needed -	A majority of the directors present at the meeting after a quorum is achieved.
FOR –	Altman, Blumenthal, Daniel, Franklin, Hekker, Irving, Kerins, Oppenheim, Price, Rose, Stefanou, Stolz, VARUGHESE-Raju, and Yee
AGAINST –	None.
ABSTAIN –	None.
RECUSE –	None.
NOTES -	None.

I hereby attest that the above resolutions were unanimously adopted at the March 15, 2022 meeting of the HCHSAA Board.

Maria Hekker, Secretary

EXHIBIT G-1
Hunter College High School Alumnae/i Association, Inc.
(“HCHSAA” or the “Association”)
Publication Policy

The publications of HCHSAA are not open platforms. Instead, the Association retains editorial discretion over its publications to allow it to curate content that is aligned with HCHSAA’s mission and purpose.

Decisions regarding content will be made by the Communications Committee of the HCHSAA Board of Directors (“Board”) in consultation with HCHSAA Staff. Any disputes or contentious items shall be resolved by the Board or its Executive Committee.