

# HUNTER COLLEGE HIGH SCHOOL ALUMNAE/I ASSOCIATION, INC.

## MEETING MINUTES

<b>Entity</b>	<b>Board of Directors</b> (the “Board”) of Hunter College High School Alumnae/i Association, Inc., a New York not-for-profit corporation (“HCHSAA” or the “Association”)
<b>Type of Meeting</b>	Regular Meeting
<b>Date &amp; Time</b>	May 17, 2022 at 6:45pm ET
<b>Location</b>	Zoom Session
<b>Board Attendees*</b>	Vivian Altman ’77, Peggy Blumenthal ’63, Sherman Chan ’97, Mari HOASHI Franklin ’84, Alexandra Friedman ’00, Maria Hekker ’80, Jane Tillman Irving ’65, Sophia Liao ’16, Rosa BLITZER Oppenheim ’66, Jake Price ’15, David Stefanou ’87, Joyce VARUGHESE-Raju ’98, and Frederick Yee ’93
<b>Board Absentees*</b>	Judith Daniel ’79, Emma OWENS Kerins ’84, Diana McKeage ’08, and Adam Stolz ’99,
<b>HCHSAA Staff Attendees*</b>	Thomas Laurel (HCHSAA Technology Associate), Lorna Malcolm (HCHSAA Executive Director), Kinshasa Peterson (HCHSAA Communications Manager, and Thomas Zwilling (HCHSAA Manager, Membership and Administration)
<b>Other Attendees*</b>	NONE.
<b>*</b>	All participants attended virtually via Zoom.
<b>Notice and Agenda</b>	Notice of and agenda ( <u>Exhibit A</u> ) for the meeting were sent via email.

The meeting was called to order at 6:45p.m. by President Altman. Secretary Hekker acted as Secretary of the meeting. A quorum was established at 6:46p.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. Vice President Price asked how the Board wanted to manage conflicts relating to the Special SubCommittee Report and the Board agreed to discuss the issue when it went into Executive Session.
- **Staff Introductions** – President Altman introduced the Association’s new Executive Director (Lorna Malcolm), new Manager, Membership and Administration (Thomas Zwilling), returned Technology Associate (Thomas Laurel), and Communications Manager (Kinshasa Peterson). The Board welcomed the new and returning staff and thanked Ms. Peterson for all of her hard work while HCHSAA was restaffing.

Mr. Laurel, Ms. Malcolm, Ms. Peterson, and Mr. Zwilling departed from the meeting at 6:55pm ET.

**Consent Agenda** – Secretary Hekker reviewed the two 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 May 5, 2022 Special 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 special May 5, 2022 meeting. (This procedural resolution was not included in the exhibits or in the log of resolutions.)

**Moved –** Hekker  
**Seconded -** Altman

**Vote Needed - FOR –** A majority of the directors present at the meeting after a quorum is achieved. Altman, Blumenthal, Chan, Franklin, Friedman, Hekker, Irving, Liao, Oppenheim, Price, VARUGHESE-Raju, and Yee.

**AGAINST –** None.

**ABSTAIN –** None.

**RECUSE –** None.

**NOTES -** Stefanou had not arrived at the meeting when the vote occurred.

- **Grants Policy and Application Form** – Secretary Hekker noted that the Board had received the revised Grants Policy and Application Form proposed by the Grants Committee (Exhibit B-1) to review prior to the meeting.

**Resolution 2022-31** - Upon motion duly made and seconded, the Board unanimously approved Resolution 2022-31, attached as hereto as Exhibit B approving the revised Grants Policy and Application Form proposed by the Grants Committee (attached as Exhibit B-1).

**Moved –** Hekker

**Seconded -** Altman

**Vote Needed - FOR –** A majority of the directors present at the meeting after a quorum is achieved. Altman, Blumenthal, Chan, Franklin, Friedman, Hekker, Irving, Liao, Oppenheim, Price, VARUGHESE-Raju, and Yee.

**AGAINST –** None.

**ABSTAIN –** None.

**RECUSE –** None.

**NOTES -** Stefanou had not arrived at the meeting when the vote occurred.

- **Committee Reports and Minutes** – Secretary Hekker noted that committee reports and minutes had been distributed in advance of the meeting.

Mr. Stefanou joined the meeting at 6:58pm ET.

**Board Stewardship** – The Board discussed three stewardship matters.

- **Board Bios** – Membership & Communications Committee members VARUGHESE-Raju reported on a project to get all Board member biographies and photos on hchsaa.org. The site would include current Board member information and have an archive of former board member information. She reported that, after a bit of testing, she would be contacting Board members for their photos and biographies.
- **Annual Board Giving** – Development Committee member Friedman reported that almost all of the current Board had made a gift to HCHSAA for the fiscal year. She asked any Board members who had not yet had a chance to give to please make a gift before the year ends on June 30<sup>th</sup>.
- **Reunion** – Program and Reunion Committee Chair Stefanou explained the volunteer needs for Reunion (to be held on June 4, 2022) and asked all Board members to volunteer in person or virtually.

**EXECUTIVE SESSION START (7:06pm ET)**

The Board entered into Executive Session at 7:06pm ET to discuss the Special SubCommittee Report (“SSC Report”), dated May 13, 2022, and distributed to the Board prior to the meeting. The Board discussed the conflicts of interest of Ms. Blumenthal and Treasurer Yee – who are subjects of the SSC Report. Ms. Hekker explained that she noted the issue of their recusal in the draft resolutions for the meeting. Ms. Blumenthal declined to recuse herself and asked for an opportunity to present her view on the SSC Report. The Board determined that it would not be making any decisions or taking any action regarding the SSC Report and agreed to let Ms. Blumenthal and Treasurer Yee remain at the meeting and make statements to the Board. Vice President Price presented the SSC Report to the Board and then opened the floor to discussion.

Mr. Price departed from the meeting at 7:11pm ET.

The Board discussed the SSC Report generally and asked that the Governance Committee (excluding committee member Ms. Blumenthal) review the SCC Report and recommend next steps. The Board exited Executive Session at 8:14pm ET and did not adopt any resolutions while in Executive Session.

### **EXECUTIVE SESSION END (8:14pm ET)**

**Committees** – The Board discussed the following committee reports and proposals:

- **Technology Committee** - In order to address several technology issues facing HCHSAA, the Board agreed to establish a Technology Committee as a Committee of the Corporation pursuant to Sections 3.02 and 3.03 of the HCHSAA By-Laws.

**Resolution 2022-32** - Upon motion duly made and seconded, the Board unanimously approved Resolution 2022-32 creating a Technology Committee as further described in Exhibit C.

**Moved –** Hekker

**Seconded -** Altman

**Vote Needed -** Pursuant to Section 3.03 of the HCHSAA By-Laws, a majority of the directors present at the meeting after a quorum is achieved.

**FOR –** Altman, Blumenthal, Chan, Franklin, Friedman, Hekker, Irving, Liao, Oppenheim, Price, Stefanou, VARUGHESE-Raju, and Yee.

**AGAINST –** None.

**ABSTAIN –** None.

**RECUSE –** None.

**NOTES -** None.

- **Governance Committee** – Governance Committee Chair Franklin presented several Governance Committee proposals related to the Annual Meeting and the election of a new Treasurer.
  - Class A Slate of Nominees for Ballot – The Nominating Subcommittee (“Nominating Subcommittee”) of the Governance Committee provided the slate of Class A directors to place on the ballot for the Annual Meeting (attached as Exhibit D-1) to the Board to review prior to the meeting.

**Resolution 2022-33.a** – Upon motion duly made and seconded, the Board unanimously approved Resolution 2022.33.a approving the Nominating SubCommittee’s recommended slate of Class A Directors as further described in Exhibit D.

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

- Class B Slate of Nominees for Ballot – The Nominating SubCommittee (“Nominating SubCommittee”) of the Governance Committee provided a slate of nominees for the Board to appoint to fill vacancies in Class B (attached as Exhibit D-1) to review prior to the meeting.

**Resolution 2022-33.b** – Upon motion duly made and seconded, the Board unanimously approved Resolution 2022.33.b appointing the Nominating SubCommittee’s recommended slate nominees to fill vacant Class B Directors seats, effective May 18, 2022, as further described in Exhibit D.

**Moved –** Franklin  
**Seconded -** Altman  
**Vote Needed -** Pursuant to Section 2.09 of the HCHSAA By-Laws, a majority of the directors then in office.  
**FOR –** Altman, Blumenthal, Chan, Franklin, Friedman, Hekker, Irving, Liao, Oppenheim, Price, Stefanou, VARUGHESE-Raju, and Yee.  
**AGAINST –** None.  
**ABSTAIN –** None.  
**RECUSE –** None.  
**NOTES -** None.

- Size of Board – The Nominating SubCommittee (“Nominating SubCommittee”) of the Governance Committee recommend that, following the election the Class A Directors by the members at the Annual Meeting and appointment of the Class B Directors by the Board, the size of the Board shall be set at twenty-one (21) pursuant to Section 2.02 of the HCHSAA By-Laws.

**Resolution 2022-33.c** – Upon motion duly made and seconded, pursuant to Section 2.02 of the HCHSAA By-Laws, the Board unanimously adopted Resolution 2022-33.c setting the size of the Board at twenty-one (21) upon the election of the Class A Directors by the members at the Annual Meeting and appointment of the Class B Directors by the Board as further described in Exhibit D.

**Moved –** Franklin  
**Seconded -** Altman  
**Vote Needed -** Pursuant to Section 2.02 of the HCHSAA By-Laws, a majority of the Entire Board.  
**FOR –** Altman, Blumenthal, Chan, Franklin, Friedman, Hekker, Irving, Liao, Oppenheim, Price, Stefanou, VARUGHESE-Raju, and Yee.  
**AGAINST –** None.  
**ABSTAIN –** None.  
**RECUSE –** None.  
**NOTES -** None.

- Appointment of Inspector of Elections – Pursuant to Section 1.07, the Board must appoint an inspector of elections for the Annual Meeting.

**Resolution 2022-33.d** – Upon motion duly made and seconded, the Board unanimously approved Resolution 2022.33.d appointing Mari HOASHI Franklin as inspector of election for the Annual Meeting on June 4, 2022 as further described in Exhibit D.

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

- Ballot & Proxy – The Board reviewed the form of June 4, 2022 Annual Meeting of the Members Ballot & Proxy sent to it prior to the meeting and attached as Exhibit D-2 (“Ballot & Proxy”).

**Resolution 2022-33.e** – Upon motion duly made and seconded, the Board unanimously approved Resolution 2022.33.e adopting the Ballot & Proxy as further described in Exhibit D.

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

- Record Date – The Board reviewed the many notifications provided to members regarding the record date (and deadline for registering to vote) of May 13, 2022 at 5:00pm ET established at its March 15, 2022 meeting. The Board also discussed the concerns of members who did not see the notices and the delays in distributing a print version of the Annual Report, which also contained a notice of the record date and instructions on registering to vote. Finally, the Board discussed the logistics relating to extending the record date and staffing and Board bandwidth issues in the weeks prior to the Reunion and Annual Meeting and agreed not to extend the record date.

Dr. VARUGHESE-Raju departed from the meeting at 8:25pm.

- Departing Directors – President Altman thanked Alexandra Friedman, Rosa BLITZER Oppenheim, David Stefanou and Fredrick Yee for their work for HCHSAA and their service on the Board.
- Election of Treasurer – In advance of the end of Treasurer Yee’s term on the Board, the Board determined it would be advisable to elect his successor and allow for a seamless transition.

**Resolution 2022-34** – Upon motion duly made and seconded, the Board unanimously approved Resolution 2022.34 electing Sherman Chan as Treasurer, effective July 1, 2022, as further described in Exhibit E.

<b>Moved –</b>	Hekker
<b>Seconded -</b>	Altman
<b>Vote Needed -</b>	A majority of the directors present at the meeting after a quorum is achieved.
<b>FOR –</b>	Altman, Blumenthal, Franklin, Friedman, Hekker, Irving, Liao, Oppenheim, Price, Stefanou, and Yee.
<b>AGAINST –</b>	None.
<b>ABSTAIN –</b>	Chan.
<b>RECUSE –</b>	None.
<b>NOTES -</b>	VARUGHESE-Raju left the meeting before the vote.

- **Finance Committee** - Treasurer Yee reported that he would work with the new Executive Director, the incoming Treasurer and HCHSAA’s Bookkeeper to develop a draft budget for the fiscal year ending June 30, 2023 before his term ended.

**Other Items** – The Board reviewed the upcoming meetings – the June 4, 2022, Annual Meeting of the Members and the June 21, 2022, Board Meeting. They noted that given current projects and upcoming events, the Board meeting might be pushed to the very end of June. The Board also decided to let the new Board approve the proposed calendar for the fiscal year ending June 30, 2023.

**Adjournment** – The Board agreed to adjourn the meeting at 8:37pm 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, Chan, Franklin, Friedman, Hekker, Irving, Liao, Oppenheim, Price, Stefanou, VARUGHESE-Raju, and Yee.  
**AGAINST –** None.  
**ABSTAIN –** None.  
**RECUSE –** None.  
**NOTES -** None.

Maria Hekker, Secretary

**EXHIBIT A**

**HUNTER COLLEGE HIGH SCHOOL ALUMNAE/I ASSOCIATION  
BOARD OF DIRECTORS REGULAR MEETING  
AGENDA  
May 17, 2022 6:45PM (ET)**

AGENDA ITEM	PRESENTER	RESOLUTION NUMBER	TIMING		
			Start	Finish	Total
<b>1. Welcome</b> a. Establish Quorum b. Review Agenda and Check for Conflicts	Altman Altman Hekker		6:45pm	6:50pm	5 min.
<b>2. Introduce New Staff</b>	Altman		6:50pm	6:55pm	5 min.
<b>3. Consent Agenda</b> a. Prior Meeting Minutes b. Grants Policy and Application Form c. Committee Reports and Minutes	Hekker	<b>Procedural 2022-31</b>	6:55pm	7:00pm	5 min.
<b>4. Board Stewardship</b> a. <b>Membership &amp; Communications - Board Bios on hchsaa.org</b> b. <b>Development – Annual Board Giving</b> c. <b>Reunion – Volunteer Needs</b>	Varughese-Raju  Friedman Stefanou		7:00pm	7:10pm	10 min.
<b>EXECUTIVE SESSION BEGINS</b>					
<b>5. Special Subcommittee Report</b> a. <b>Further Dissemination of Report</b> b. <b>Next Steps</b>	Hekker and Price	<b>2022-32.a - b</b>	7:10pm	7:50pm	40 min.
<b>EXECUTIVE SESSION ENDS</b>					
<b>6. Committees</b> a. <b>Governance – Approve Recommendations</b> i. <b>Annual Meeting</b> - Class A Slate of Nominees for Ballot, Class B Director Appointments, FYE 6/30/23 Board Size, Inspector of Elections, Form of Ballot and Proxy, and Record Date ii. <b>Officer Elections - Treasurer</b> b. <b>Finance – FYE 6/30/23 Budget Planning</b>	Franklin     Yee	<b>2022-33.a - f</b>    <b>2022-34</b>	7:50pm   8:05pm	8:05pm   8:10pm	15 min.   5 min.
<b>7. Other Items</b> a. FYE 6/30/22 Remaining Meetings i. June 4, 2022 – Annual Members Meeting ii. June 21, 2022 – Board Meeting b. FYE 6/30/23 Calendar c. Other	Altman	<b>Procedural</b>	8:10pm	8:14pm	4 min.
<b>8. Adjourn</b>	Altman	<b>Procedural</b>	8:14pm	8:15pm	1min.



**EXHIBIT B**  
**HUNTER COLLEGE HIGH SCHOOL ALUMNAE/I ASSOCIATION, INC. (“HCHSAA”)**  
**RESOLUTION 2022-31**  
**GRANTS POLICY AND APPLICATION FORM**

**WHEREAS**, as the Grants Committee (“Grants Committee”) of the HCHSAA Board of Directors (the “Board”) has developed a new Request for Grant Form and related policy (attached as Exhibit A) and recommends it to the Board for adoption.

**Resolution 2022-31** - Upon motion duly made (by Altman) and seconded (by Hekker), it was unanimously

**RESOLVED**, that the Board approves the Request for Grant Form and related policy (attached as Exhibit B-1).

**Vote Needed -** A majority of the directors present at the meeting after a quorum is achieved.  
**FOR –** Altman, Blumenthal, Chan, Franklin, Friedman, Hekker, Irving, Liao, Oppenheim, Price, 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 May 17, 2022 meeting of the HCHSAA Board.

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Maria Hekker, Secretary

**EXHIBIT B-1**  
**Hunter College High School Alumnae/i Association, Inc. (HCHSAA)**  
**REQUEST FOR GRANT**

Please complete and sign the form below and submit it to the HCHSAA Grant Committee at [grants2022@hchsaa.org](mailto:grants2022@hchsaa.org). For projects spanning the coming academic year, proposals are due on May 1, 2022. For other projects, applications will be considered on a rolling basis. The Grants Committee will review grant applications and make recommendations to the HCHSAA Board of Directors.

<b>Name, title, and contact information (email address and phone number) of applicant:</b>
<b>Connection of applicant to Hunter College High School (HCHS):</b>
<b>Name and contact information of person who will administer the grant:</b>
<b>Project title and purpose of grant, including a description of how the grant will be administered and used to assist HCHS students and/or alumnae/i:</b>
<b>Amount of grant:</b>  Please attach a budget for the proposed project and, if this is part of a larger program, please provide a budget for the entire program as well. Please indicate all other sources of funding requested (e.g., PTA, Hunter College, government funding sources, private foundations, etc.), the status of those requests, and the amount of other funding received from each source:

**Please describe how and why participants and/or beneficiaries of the grant will be chosen. Include a description of the recipients' connection to HCHS and how the selection process was advertised/announced and other ways that the process was equitable and inclusive:**

**Final reports should be submitted to the Hunter College High School Alumnae/i Association, Inc. Grants Committee at [grants2022@hchsaa.org](mailto:grants2022@hchsaa.org) upon completion of the project; for projects covering a period of longer than one year, interim reports should be submitted by June 30 of each year. If you have received previous grants from the HCHSAA, have you submitted all required progress and final reports? If not, please attach the final report for completed projects, and interim report for projects still in process.**

<b>Signature/e-Signature:</b>	
<b>Name and Title:</b>	
<b>Date:</b>	

**EXHIBIT C**  
**HUNTER COLLEGE HIGH SCHOOL ALUMNAE/I ASSOCIATION, INC. (“HCHSAA”)**  
**RESOLUTIONS 2022-32**  
**CREATION OF TECHNOLOGY COMMITTEE**

**WHEREAS**, as recommended by the Special SubCommittee (“Special SubCommittee”) of the Governance Committee (“Governance Committee”) of the HCHSAA Board of Directors (“Board”) and pursuant to Section 3.03 of the HCHSAA By-Laws, the Board desires to create a Technology Committee as a Committee of the Corporation (as defined by Section 3.02 of the HCHSAA By-Laws).

**Resolution 2022-32** - Upon motion duly made (by Altman) and seconded (by Hekker), it was unanimously

**RESOLVED**, that, pursuant to Section 3.03 of the HCHSAA By-Laws, the Board shall create a Technology Committee as a Committee of the Board (as that term is defined in Section 3.02 of the HCHSAA By-Laws) to address several technology and data issues that have arisen for the Association and to develop and recommend to the Board for approval policies and best practices relating to the Association’s technology and data.

**Vote Needed -** Pursuant to Section 3.03 of the HCHSAA By-Laws, a majority of the directors present at the meeting after a quorum is achieved.

**FOR –** Altman, Blumenthal, Chan, Franklin, Friedman, Hekker, Irving, Liao, Oppenheim, Price, Stefanou, VARUGHESE-Raju, and Yee

**AGAINST –** None.

**ABSTAIN –** None.

**RECUSE –** None.

**NOTES -** None.

I hereby attest that the above resolutions were unanimously adopted at the May 17, 2022 meeting of the HCHSAA Board.

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Maria Hekker, Secretary

**EXHIBIT D**  
**HUNTER COLLEGE HIGH SCHOOL ALUMNAE/I ASSOCIATION, INC. (“HCHSAA”)**  
**RESOLUTIONS 2022-33.a – 2022.33.e**  
**ANNUAL MEETING**

**WHEREAS**, in advance of the annual meeting of HCHSAA’s members on June 4, 2022 (“Annual Meeting”), the Nominating SubCommittee of the Governance Committee (“Nominating SubCommittee”) has (a) prepared a slate of Class A Director nominees to place on the ballot for the Annual Meeting and (b) prepared a slate of nominees to be appointed by the Board to fill vacancies in Class B (both attached as Exhibit D);

**WHEREAS**, it is advisable that upon the election of the slate of Class A directors and appointment of Class B directors, the size of the Board shall be set at twenty-one (21) for the fiscal year ending June 30, 2023 with no vacancies; and

**WHEREAS**, the Board must appoint an Inspector of Elections and approve the form of ballot and proxy for the Annual Meeting.

**Resolution 2022-33.a** - Upon motion duly made (by Franklin) and seconded (by Altman), it was unanimously

**RESOLVED**, that, upon the recommendation of the Nominating SubCommittee of the Governance Committee the Board approves the slate of Class A director nominees attached as Exhibit D-1 for inclusion on the ballot for the Annual Meeting to be elected to three-year terms beginning July 1, 2022 and ending June 30, 2025.

<b>Vote Needed -</b>	A majority of the directors present at the meeting after a quorum is achieved.
<b>FOR –</b>	Altman, Blumenthal, Chan, Franklin, Friedman, Hekker, Irving, Liao, Oppenheim, Price, Stefanou, VARUGHESE-Raju, and Yee.
<b>AGAINST –</b>	None.
<b>ABSTAIN –</b>	None.
<b>RECUSE –</b>	None.
<b>NOTES -</b>	None.

**Resolution 2022-33.b** - Upon motion duly made (by Franklin) and seconded (by Altman) it was unanimously

**RESOLVED**, that, pursuant to Section 2.09 of the HCHSAA By-Laws, upon the recommendation of the Nominating SubCommittee of the Governance Committee the Board appoints the Class B Director nominees listed on Exhibit D-1, effective May 18, 2022, to fill two vacant seats on the Board with terms ending on June 30, 2023.

**Vote Needed -** Pursuant to Section 2.09 of the HCHSAA By-Laws, a majority of the directors then in office.  
**FOR –** Altman, Blumenthal, Chan, Franklin, Friedman, Hekker, Irving, Liao, Oppenheim, Price, Stefanou, VARUGHESE-Raju, and Yee.  
**AGAINST –** None.  
**ABSTAIN –** None.  
**RECUSE –** None.  
**NOTES -** None.

**Resolution 2022-33.c** - Upon motion duly made (by Franklin) and seconded (by Altman), it was unanimously

**RESOLVED**, that, pursuant to Section 2.02 of the HCHSAA By-Laws, upon the election of the slate of Class A directors at the Annual Meeting and appointment of Class B directors, the size of the Board shall be set at twenty-one (21) for the fiscal year ending June 30, 2023.

**Vote Needed -** Pursuant to Section 2.02 of the HCHSAA By-Laws, a majority of the Entire Board.  
**FOR –** Altman, Blumenthal, Chan, Franklin, Friedman, Hekker, Irving, Liao, Oppenheim, Price, Stefanou, VARUGHESE-Raju, and Yee.  
**AGAINST –** None.  
**ABSTAIN –** None.  
**RECUSE –** None.  
**NOTES -** None.

**Resolution 2022-33.d** - Upon motion duly made (by Hekker) and seconded (by Altman), it was unanimously

**RESOLVED**, that Mari HOASHI Franklin shall be appointed Inspector of Elections for the Annual Meeting.

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

**Resolution 2022-33.e** - Upon motion duly made (by Hekker) and seconded (by Altman), it was unanimously

**RESOLVED**, that the form of Ballot & Proxy for the Annual Meeting attached as Exhibit D-2 is approved.

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

I hereby attest that the above resolutions were unanimously adopted at the May 17, 2022 meeting of the HCHSAA Board.

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Maria Hekker, Secretary

**Exhibit D-1**

**DIRECTOR NOMINEES**

**Class A Slate for Annual Meeting Ballot (Elected by Members)**

Judith Daniel-George* '79	Brian Scott '83
Douglas Henkin '84	Luke Stein '98
Nicole Morganstern '76	Adam Stolz* '99
Angela Li '17	Aurora Rose Velazquez '84

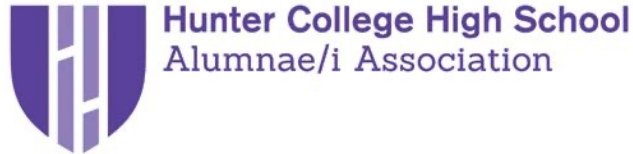
**Class B Slate to Fill Current Vacancies (Appointed by Board)**

Haewan Bae '02	David Robison '83
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\*Incumbent



## Exhibit D-2



## JUNE 4, 2022 ANNUAL MEETING OF MEMBERS BALLOT & PROXY

**NOTICE OF MEETING AND RECORD DATE** - Thank you for registering to vote at the annual meeting of the members (Annual Meeting) of the Hunter College High School Alumnae/i Association, Inc. (HCHSAA or the Association) prior to 5:00pm on May 13, 2022 (the record date). The Annual Meeting will be held in person at **3:00pm on June 4, 2022** in the auditorium at Hunter College High School, 71 East 94<sup>th</sup> Street, New York, NY 10128. You can attend virtually by going to <https://hchsaa.org/2022AnnualMeeting/> to obtain instructions.

**INSTRUCTIONS AND QUORUM** - Please follow the instructions below to complete and return this Ballot & Proxy before the Annual Meeting begins. Completing and submitting this Ballot & Proxy in advance will help ensure that your vote is represented at the Annual Meeting and will help the Association ensure that it has enough members represented at the meeting to achieve a quorum (as defined in Article I, Section 1.09 of the HCHSAA By-Laws).

**INVALID VOTES AND BALLOTS** – If you check more than the number of boxes indicated for any item on the ballot, your vote for that item will be considered invalid but your valid vote on any other item(s) will be counted and your ballot will be used to determine if a quorum has been achieved. If you grant more than one proxy or cast more than one ballot, the Association will consider each subsequent ballot or proxy to revoke the one(s) prior to it and will only count the votes and allow the proxy (if any) in the last Ballot & Proxy submitted to it before voting closes.

**AGENDA FOR ANNUAL MEETING** – At the Annual Meeting:

- HCHSAA officers will welcome attendees, make introductions and establish a quorum.
- Voting will close\* for the:
  - Election of Directors, and
  - Amendment of Article I, Section 1.01 of the HCHSAA By-Laws.
- The HCHSAA President and Treasurer will present the Annual Report.
- The Association will address any other business as may properly come before the Annual Meeting (including any postponements or adjournments thereof).

\*Note it is likely that a final count of the votes will not be available until after the Annual Meeting concludes.

**QUESTIONS** - Following the conclusion of the Annual Meeting, the officers of HCHSAA will take questions from the members in attendance. Please email [info@hchsaa.org](mailto:info@hchsaa.org) to submit questions in advance of the Annual Meeting.

**1. PROXY** – Pursuant to Article I, Section 1.10 of HCHSAA’s By-Laws, you may (but are not required) to grant a proxy to an agent to vote on all matters subject to a vote at the Annual Meeting. By checking the first box below, you can grant your proxy to the officers of HCHSAA. (Granting your proxy to the HCHSAA officers will allow the Association to determine in advance if it will have sufficient members in attendance to achieve a quorum.) By checking the second box below, you can grant your proxy to the write-in agent of your choice. Please only use the second option to grant your proxy to a person (ideally a member of HCHSAA) who plans to attend the Annual Meeting. All proxies granted hereunder are revocable at any time up until the voting closes at the Annual Meeting.

I hereby appoint (check no more than **one** box):

Any one of Vivian Altman (President), Jake Price (Vice President), Frederick Yee (Treasurer), or Maria Hekker (Secretary) to vote on my behalf on all matters presented for a vote at the Annual Meeting (including any postponements or adjournments thereof).

\_\_\_\_\_ (HCHS Class of \_\_\_\_\_) to vote on my behalf on all matters presented for a vote at the Annual Meeting (including any postponements or adjournments thereof).

This proxy shall expire after the conclusion of the Annual Meeting (including any postponements or adjournments thereof).

**2. ELECTION OF DIRECTORS** – Article II, Section 2.03 of the HCHSAA By-Laws provides that, at each Annual Meeting, the members shall elect directors to succeed directors whose terms are expiring. This year, there are eight (8) Class A director positions up for election by the members. Class A directors have three (3) year terms that will begin on July 1, 2022 and end on June 30, 2025.

**BOARD SLATE** – Based on the recommendations of the Nominating Subcommittee of its Governance Committee, the Board of Directors (Board) of HCHSAA has proposed a slate of eight (8) of nominees to fill the eight (8) vacant seats. To learn more about each nominee on the slate proposed by the Board visit <https://hchsaa.org/2022AnnualMeeting/>.

**WRITE IN CANDIDATES** - In addition to the slate of nominees proposed by the Board, you may also write in the name(s) of candidate(s) of your choice. Pursuant to Article II, Section 2.01 of the HCHSAA Bylaws all directors must be a member of the Association, so please only write in the names of candidates that meet this requirement. Please include the name while at Hunter College High School (HCHS), if different, and HCHS Class for all write-in candidates so that the Association can confirm that they meet the requirements of Article II, Section 2.01 of the HCHSAA Bylaws.

**VOTING** - You may only vote for a maximum of eight (8) nominees and write in candidates. Pursuant to Article I, Section 1.11(a) of the HCHSAA By-Laws, directors shall be elected by a plurality of the votes cast by members entitled to vote at the Annual Meeting (including any postponements or adjournments thereof). The election of directors shall not be subject to cumulative voting.

You may vote for up to a maximum of eight (8) of the candidates listed under the Slate of HCHSAA Board Nominees and Write In-Candidates below.

Slate of HCHSAA Board Nominees - Nominees who are incumbents have an asterisk(\*) next to their names.

Judith Daniel-George\* '79

Brian Scott '83

Douglas Henkin '84

Luke Stein '98

Nicole Morganstern '76

Adam Stolz\* '99

Angela Li '17

Aurora Rose Velazquez '84

Write-In Candidates -

\_\_\_\_\_  
Name (including HCHS name if different)

\_\_\_\_\_  
HCHS Class

\_\_\_\_\_  
Name (including HCHS name if different)

\_\_\_\_\_  
HCHS Class

**3. AMENDMENT ARTICLE I, SECTION 1.01 OF THE HCHSAA BY-LAWS** – Last fall and winter, the Governance Committee of the Board worked with legal counsel at White & Case to review and update the HCHSAA By-Laws. As a result of that work, the Board unanimously voted to amend HCHSAA’s By-Laws and adopt a related Membership Confirmation Policy on March 15, 2022. Copies of the amended By-Laws marked to reflect changes to the prior version and the new Membership Confirmation Policy can be found on the Association’s website at <https://hchsaa.org/2022AnnualMeeting/>. The amendments to Article I, Section 1.01 clarify how membership is determined if and when dues are eliminated.

The proposed amendments are marked on the current text of Article I, Section 1.01 below:

**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 ~~paid dues to the Association during the then current fiscal year.~~ 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.

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

**VOTING** - Pursuant to Article I, Section 1.11(b) and Article VII, Section 7.07 of the HCHSAA By-Laws, the amendment to Article I, Section 1.01 will need to be ratified by a majority of the votes cast at the Annual Meeting by the members entitled to vote thereon.

Please vote (check the box) for only **one** option below:

I approve the proposed amendments to Article I, Section 1.01 of the HCHSAA By-Laws.

I do not approve the proposed amendments to Article I, Section 1.01 of the HCHSAA By-Laws.

**4. CERTIFICATION** – By completing the information in this Ballot & Proxy and signing below, I hereby certify that:

- I either:
  - graduated from HCHS in the year set forth below, OR
  - or attended for at least three years (as indicated below);
- I have included my name while at HCHS (if different); and
- I understand that my name and contact information will be included in the roster of registered voters HCHSAA is required to keep and provide to those requesting names of and contact information for registered voters.

Name:		Signature:	
Name at HCHS if different:			
HCHS Class:	Years at HCHS:	Date:	Time:

**EXHIBIT E**

**HUNTER COLLEGE HIGH SCHOOL ALUMNAE/I ASSOCIATION, INC. (“HCHSAA”)  
RESOLUTION 2022-34  
ELECTION OF TREASURER**

**WHEREAS**, Frederick Yee’s term on the HCHSAA Board of Directors (the “Board”) and as HCHSAA’s Treasurer will end on June 30, 2022.

**WHEREAS**, in order to provide a smooth transition Board desires to elect Sherman Chan as Treasurer effective July 1, 2022.

**WHEREAS**, the Board intends to elect all other officers at its first meeting in the fiscal year ended June 20, 2023.

**Resolution 2022-34** - Upon motion duly made (by Hekker) and seconded (by Altman), it was unanimously

**RESOLVED**, that, Sherman Chan shall be elected Treasurer effective July 1, 2022 and, as Treasurer, shall have all power and authority to be a signatory on HCHSAA’s accounts.

<b>Vote Needed -</b>	A majority of the directors present at the meeting after a quorum is achieved.
<b>FOR –</b>	Altman, Blumenthal, Chan, Franklin, Friedman, Hekker, Irving, Liao, Oppenheim, Price, Stefanou, VARUGHESE-Raju, and Yee.
<b>AGAINST –</b>	None.
<b>ABSTAIN –</b>	Chan.
<b>RECUSE –</b>	None.
<b>NOTES -</b>	None.

I hereby attest that the above resolutions were unanimously adopted at the May 17, 2022 meeting of the HCHSAA Board.

\_\_\_\_\_  
Maria Hekker, Secretary