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

Entity	Members of Hunter College High School Alumnae/i Association, Inc., a New
	York not-for-profit corporation ("HCHSAA" or the "Association"), as the term
	"Members" is defined in Article I, Section 1.01 of the HCHSAA By-Laws
Type of Meeting	Annual Meeting
Date & Time	June 3, 2023 at 3:00pm ET
Location	Auditorium of Hunter College High School (HCHS), 71 East 94 <sup>th</sup> Street, New
	York, NY and Zoom Session
<b>Board Attendees</b>	Vivian Altman '77, Brian Scott '83, Mari Hoashi Franklin '84, Jane Tillman
	Irving '65, Jake Price '15, David Robison* '83, Judith Daniel-George '79,
	Nicole Morgenstern '76, Sherman Chan '97, Diana McKeage '08, Joyce
	Varughese-Raju '98
Board Absentees*	Taneem Kabir '04, Adam Stolz '99
HCHSAA Staff	Lorna Malcolm (Executive Director), and Thomas Zwilling (Operations
Attendees*	Manager)
*Zoom	*Denotes board members who attended virtually via Zoom. Other members also
	attended via Zoom.
Notice and Agenda	Notice of and Agenda (Exhibit A) for the meeting was sent via email and
	United States Postal Service, posted on hchsaa.org, and published in the New
	York Times as further indicated in the Secretary's Certificate attached as Exhibit
	<u>B</u> .
Registered Voters	All registered voters are detailed in Inspector's Certificate attached as Exhibit C

The meeting was called to order at 3:00pm by President Altman. Treasurer Chan served as Secretary Pro Tem for the meeting as Secretary Kabir was absent. He confirmed with the Inspector of Elections, Member Mari Franklin, that per Article I, Section 1.09 of the HCHSAA By-Laws a quorum (i.e., the lesser of (a) 100 members or (b) 10% of the total number of members eligible to participate, in each case who are present in person or by proxy) had been achieved at 3:00pm.

- I. Welcome and Establish Quorum—President Altman welcomed all Members, all Board members and HCHSAA Staff attending the meeting in person, virtually or by proxy. Pro Tem Secretary Chan reviewed the agenda and explained that, as previously announced, voting had closed at 2:15 pm. He noted that while Inspector of Elections Mari Franklin tabulates the votes cast, he, President Altman, and Director Malcolm would present the Annual Report.
- II. Annual Report Director Malcolm reviewed the Association's activities since January 1, 2022, including the recent success of the AA in securing certain bequests, the execution of the Eisenstadt Pilot Program for needy students, other recent grants given to the school, the recruitment of a new class of directors, fundraising, and alum programs. She also expressed the important of strengthening the AA's communication with the school and was grateful to be in regular contact with HCHS administration. She thanked the many members of the Board, class coordinators, and staff who helped plan Reunion and the Annual Meeting. Finally, President Altman discussed the process for the

Annual Meeting as well as the voting process. Treasurer Chan then reviewed preliminary numbers related to the AA's financials in 2022 and 2023, as the final audit was not ready yet.

**III. Voting** – At 3:20pm Inspector of Elections Franklin reviewed the results of the voting and presented the following based on data from Election Buddy, the AA's election software:

A total of 132 votes were cast for Board of Directors.

- 1. 116 or 88.88% votes were cast for Vivian Altman '77 for her second term
- 2. 107 or 81.06% were cast for Andrew Bellak '84 for his first term
- 3. 110 or 83.33% were cast for Emma Owens Kerins '84 for her second term
- 4. 117 or 88.64% were cast for Jane Tillman Irving '65 for her first full term
- 5. 104 or 78.79% were cast for David Robison '83 for his first full term
- 6. 106 or 80.30% were cast for Rebecca Salazar '85 for her first term
- 7. 108 or 81.82% were cast for Paula Zagrecki '84 for her first term
- 8. 2 or 1.52% of voters abstained from voting for anybody
- 9. The following individuals were written in for one vote or 0.76% of the votes
  - 1. Elena Kagan
  - 2. Rosa Oppenheim
  - 3. Jessica Liberman
  - 4. Desmond Devlin
  - 5. Deimosa Weber-Bey
  - 6. Claudia Justy
  - 7. Anna DePalo

Election of Dire	ectors						
	Vivian Altman '77*	Andrew Bellak '84	Emma Owens Kerins '84"	Jane Tillman Irving '65"	David Robison '83*	Rebecca Salazar '85	Paula Zagrecki '84
			TO	OTALS			
132	116	107	110	117	104	106	108
% of 132 total	87.88%	81.06%	83.33%	88.64%	78.79%	80.30%	81.829

#### Proxy voting results are as follows:

- 1. 74 voters granted their proxy to a member of the executive committee
- 2. 26 voters declined to grant their proxy to anyone
- 3. 19 voters abstained from granting their proxy to anyone.
- 4. 14 voters assigned their proxy to specific people as follows:
  - 1. 3 voters assigned their proxy to EC member Vivian Altman
  - 2. 1 voter assigned their proxy to board member Sophia YR Liao
  - 3. 1 voter assigned their proxy to EC member Sherman Chan
  - 4. 1 voter assigned their proxy to board member Paula Zagrecki
  - 5. 1 voter assigned their proxy to board member Mari Hoashi Franklin
  - 6. 1 voter assigned their proxy to board member Judith Daniel George
  - 7. 4 voters assigned their proxy to board member Jane Tillman Irving
  - 8. 1 voter assigned their proxy to former board member Raymond Tsao
  - 9. 1 voter assigned their proxy to AA member Ann Starer

- a. **Resolution 2023- 12 HCHSAA Class A Directors** Pursuant to Article I, Section 1.11(a) of the HCHSAA By-Laws, the following eight candidates were elected by a plurality of the vote as indicated above, each to serve a three-year term (beginning on July 1, 2023) as HCHSAA Board of Directors:
  - i. Vivan Altman '77
  - ii. Andrew Bellak '84
  - iii. Emma Owens Kerins '84
  - iv. Jane Tillman Irving '65
  - v. David Robison '83
  - vi. Rebecca Salazar '85
  - vii. Paula Zagrecki '84

A copy of the Inspector of Elections Certificate for the Annual Meeting is attached as <u>Exhibit C</u> and shall be included in the resolutions log for HCHSAA.

- **IV. Adjournment** The meeting officially adjourned at 3:30pm.
- V. Discussion Following the adjournment of the meeting, the officers of HCHSAA invited the attendees to submit questions. Questions in the auditorium were submitted by index card and ones via Zoom were added to the chat and relayed to the podium. All questions were read and answered by the officers.

#### EXHIBIT A AGENDA

# Hunter College High School Alumnae/i Association, Inc. (HCHSAA) Annual Meeting of the Members June 3, 2023 (3:00PM)

		VOTE		TIMING	
AGENDA ITEM	PRESENTER	RESOLUTION	Start	Finish	Total
		NUMBER			
1. Welcome			3:00pm	3:20pm	20 min.
a. Introduce Officers and Board	Altman				
b. Establish Quorum	Altman				
c. Annual Report	Altman/Chan				
2. Close Balloting and Report Results	Franklin		3:20pm	3:30pm	10 min.
a. Election of Directors		2023-12			
3. Adjourn	Altman		3:30pm	3:30pm	0 min.
4. Q&A and Discussion	Altman		3:30pm	4:30pm	60 min.

#### EXHIBIT B SECRETARY'S CERTIFICATE

## HUNTER COLLEGE HIGH SCHOOL ALUMNAE/I ASSOCIATION, INC. (HCHSAA) SECRETARY'S CERTIFICATE NOTICE FOR ANNUAL MEETING

I, Taneem Kabir '04, Secretary of HCHSAA, hereby certify that, pursuant to Section 1.06 of the HCHSAA By-Laws, proper notice was given for the June 3, 2023 Annual Meeting by HCHSAA's staff to HCHSAA's members as follows:

- **Emails** Targeted mail notice was sent to all members for whom HCHSAA had valid email addresses in its record of members as follows:
  - o Feb 28, 2023 (Tuesday) (Monthly News)
  - o Mar 31, 2023 (Friday) (Monthly News)
  - o Apr 1, 2023 (Saturday)
  - o May 2, 2023 (Tuesday)
  - o May 8, 2023 (Monday)
  - o May 12, 2023 (Friday)
- *AlumNotes* Annual Report Notice was included in the Annual Report that was sent to all members for whom HCHSAA had valid addresses in its record of members via:
  - o **Email** (PDF version) on Apr 5, 2023 (Thursday)
  - o United States Postal Services (printed version) on May 8, 2023 (Monday)
- **Website Postings** Notice was posted on hchsaa.org on the dates listed below and remained on the website until after the Annual Meeting:
  - o April 22, 2023 (Saturday) (Annual Meeting Page Content Posted)
  - April 22, 2023 (Saturday) (Membership Voter Registration & Ballot Request Form Posted)
- *New York Times* Classified Ad Because HCHSAA has more than 500 names listed in its record of members, an advertisement was placed in the *New York Times* on the following three dates:
  - o May 8, 2023 (Monday)
  - o May 15, 2023 (Monday)
  - o May 22, 2023 (Monday)

Taneem Kabir

As of June 3, 2023

### EXHIBIT C INSPECTOR OF ELECTIONS CERTIFICATE

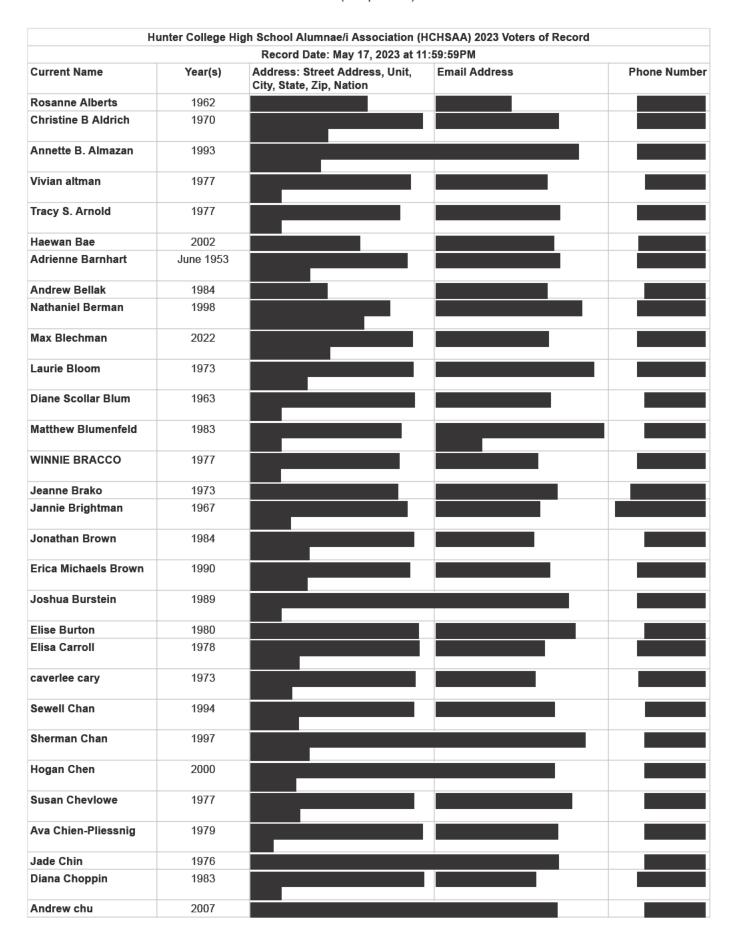
### HUNTER COLLEGE HIGH SCHOOL ALUMNAE/I ASSOCIATION, INC. (HCHSAA) INSPECTOR OF ELECTIONS CERTIFICATE

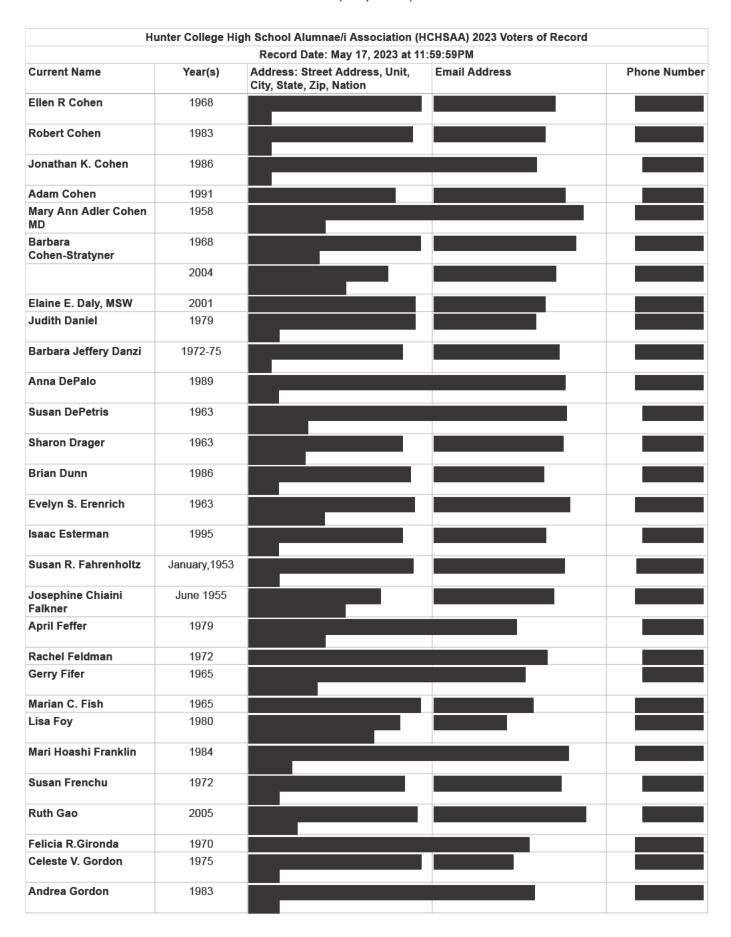
**RESOLUTION 2023-13** 

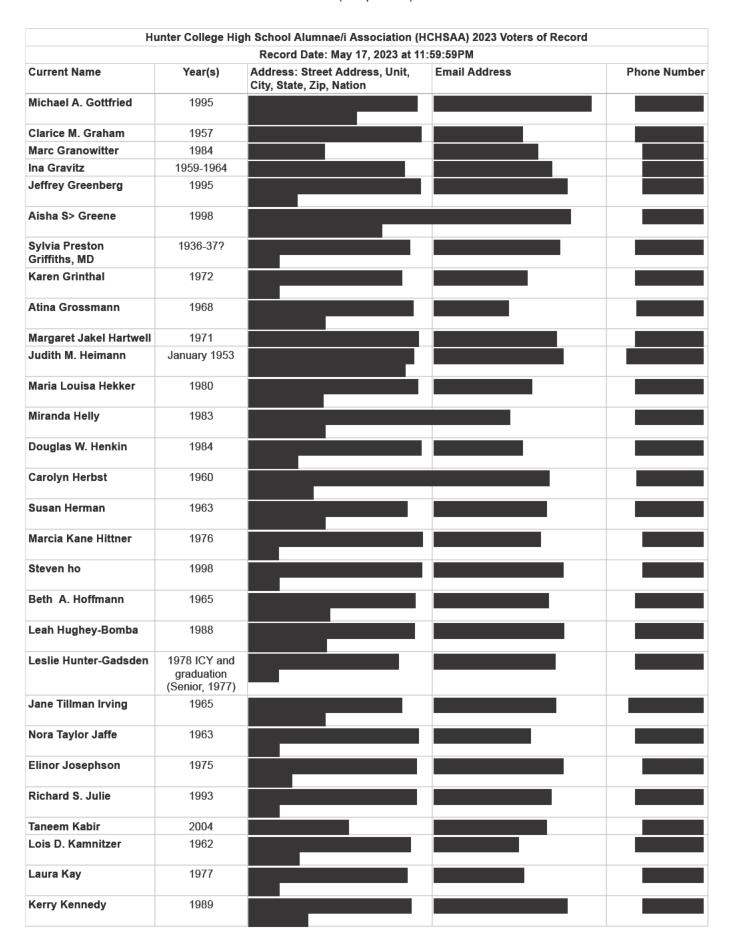
I, Mari Hoashi Franklin '84, hereby certify that I executed the duties of Inspector of Elections for the Annual Meeting of the members of HCHSAA, on June 3, 2023 (Annual Meeting), with strict impartiality and according to the best of my abilities. I further certify that –

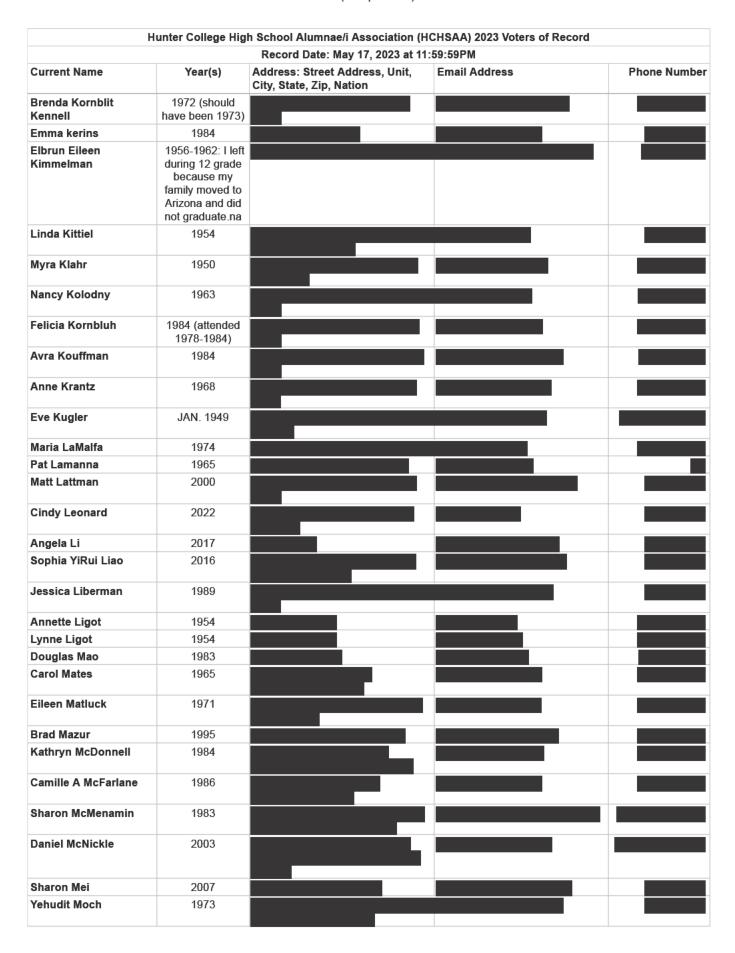
- The Registered Voters List ("HCHSAA 2023 Voters of Record") attached as Exhibit A, includes the names of all 201 members of HCHSAA eligible to vote at the Annual Meeting (i.e., all of those who submitted Member Voter Registration and Ballot Request Forms before the Record Date established by the HCHSAA Board of Directors (11:59:59pm ET on May 17, 2023).
- I attended the Annual Meeting in person, confirmed the existence of a quorum (per HCHCAA By-Law 1.09, the lesser of 100 members or 10% of the total number of members eligible to participate, in each case who are present in person or by proxy). Once voting closed for the Annual Meeting (at 2:15pm ET on June 3, 2023), I reviewed the results of the balloting on Election Buddy (the balloting platform chosen by HCHSAA for the Annual Meeting).
- The results of that review and tabulations by Election Buddy attached as Exhibit B are correct.
- The Admin Audit attached as Exhibit C indicates that voting started on May 27, 2023 at 2:15PM and closed during the Annual Meeting on June 3, 2:15PM.

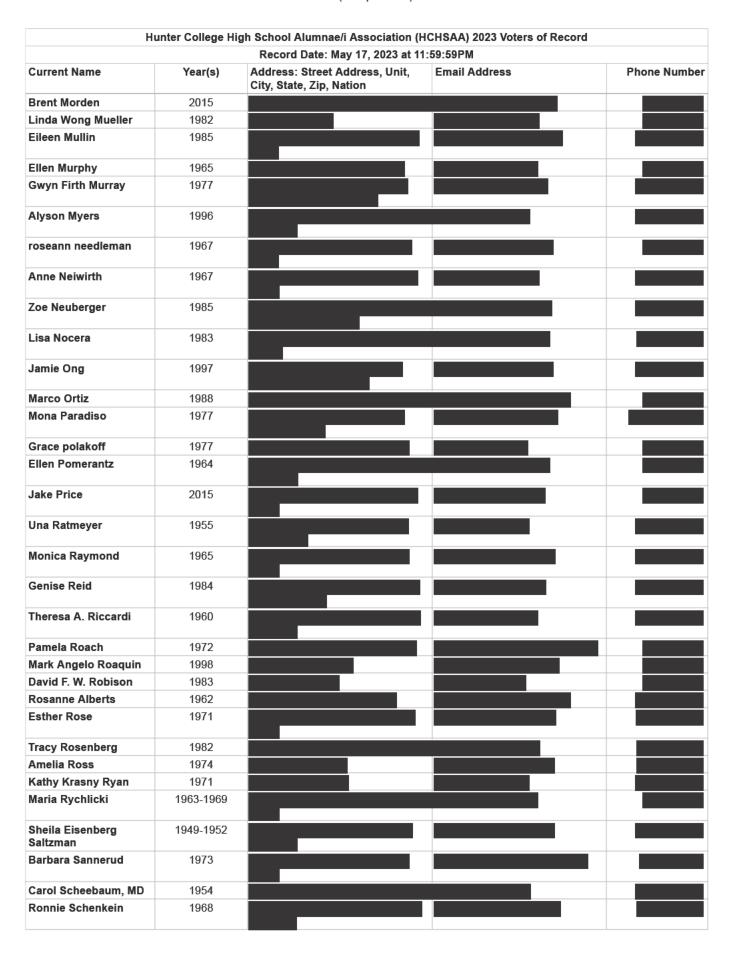
Mari Hoashi Franklin at Governance Chair & Elections Inspector As of June 4, 2023

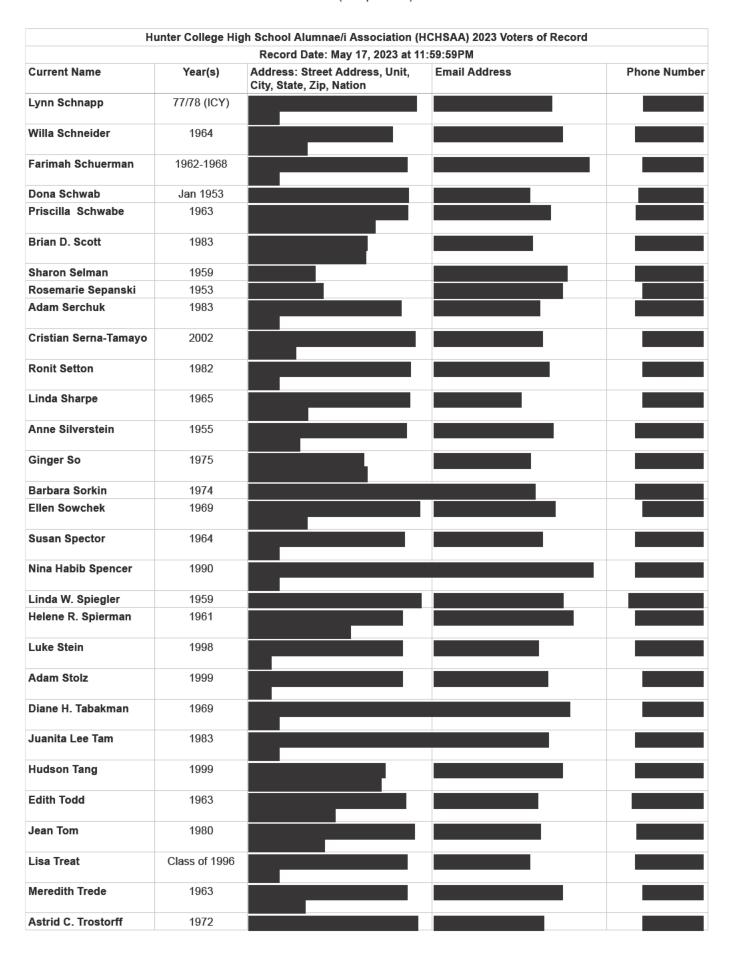


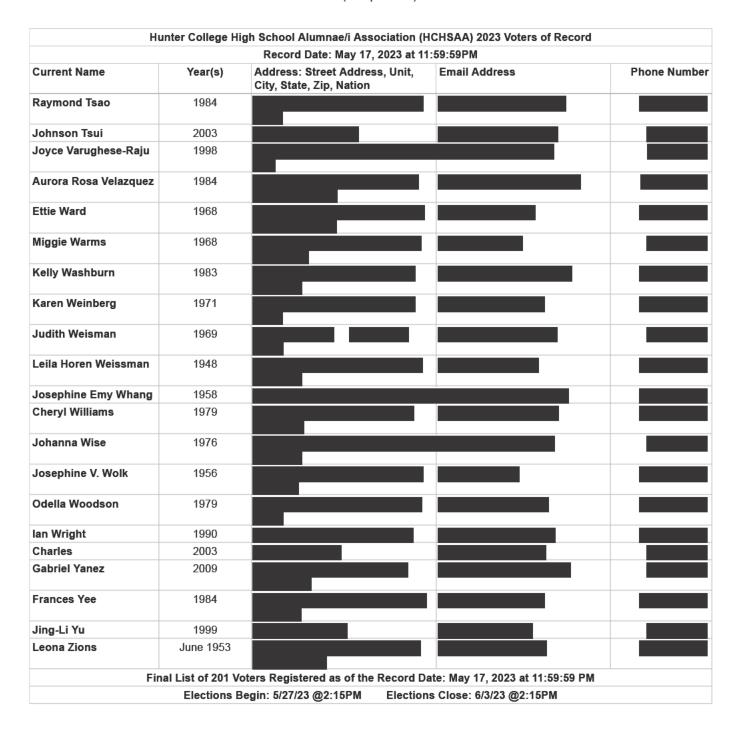












Election of Directors			
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Candidate	Votes		Percentage
Vivian Altman '77*		116	14.93%
Andrew Bellak '84		107	13.77%
Emma Owens Kerins '84*		110	14.16%
Jane Tillman Irving '65*		117	15.06%
David Robison '83*		104	13.38%
Rebecca Salazar '85		106	13.64%
Paula Zagrecki '84		108	13.90%
Desmond Devlin (not sure of year)		1	0.13%
Marvin Young		1	0.13%
Elena Kagan		1	0.13%
Anna DePalo '89		1	0.13%
one		1	0.13%
Rosa Oppenheim		1	0.13%
Deimosa Webber-Bey		1	0.13%
Jessica Liberman '89		1	0.13%
Claudia Justy		1	0.13%
Votes tallied: 777			
Abstentions: 2			
_			
Proxy ************************************			
***************************************			
Option	Votes		Percentage
Yes		74	65.49%
No		26	23.01%
Ann Starer		1	0.88%
Raymond Tsao		1	0.88%
Mari Hoashi Franklin		1	0.88%
Paula Zagrecki '84		1	0.88%
Jane Tillman Irving '65		1	0.88%
Sherman Chan		1	0.88%
Vivian Altman		1	0.88%
Vivian Altman '77		1	0.88%
Judith Daniel-George		1	0.88%
Sophia YR Liao		1	0.88%
Jane Tillman Irving		3	2.65%
Votes tallied: 113			

marifranklinlaw@gmail.com

Menu

225597 HCHSAA 2023 Annual Meeting

Details Ballot Notice

Voters

Review

Pay

Results

#### **HCHSAA 2023 Annual Meeting**

May 27, 2023 at 2:15pm — June 3, 2023 at 2:15pm (GMT-05:00) EASTERN TIME (US & CANADA)

Actions ~

>

Completed

132 ballots submitted of 201 eligible voters (37 opened) — 66% 201 emails and 161 SMS sent - 0 notices queued 35 notices undeliverable. Fix it

Voters

Results

**Graphed Results** 

Vote by Vote

Voter Audit

Admin Audit

Admin Audit includes changes made to vote dates and voter list after vote activation.

Timestamp

User

Event

2023-05-27 02:15 PM

Vote started

2023-06-03 02:15 PM

N/A

Vote Ended as Scheduled

- Fiscal Year 2021 (July 1, 2021 June 30, 2022) is being finalized by Lutz and Carr
- Full report to be published on HCHSAA website
- Anticipate an "unqualified opinion" or "clean audit"
- IRS Form 990 completed and filed on 5/15/2023

Income	FY 2022 (7/1/21-6/30/22) (K)	FY 2023 YTD (7/1/22-5/1/23)* (K)
Revenue	\$360	\$279
Bequests	\$0	\$1,229
TOTAL	\$360	\$1,508

<sup>\*</sup> Unaudited Data

Expenses	FY 2022 (7/1/21-6/30/22) (K)	FY 2023 YTD (7/1/22-5/1/23)* (K)
Payroll	\$183	\$302
Consulting	\$26	\$71
Operations	\$35	\$26
Programming	\$54	\$189
HCHS Awards	\$6.5	\$47

<sup>\*</sup> Unaudited Data

	FY 2022 (7/1/21-6/30/22) (K)	FY 2023 YTD (7/1/22-5/1/23)* (K)
Net	\$52	\$818
Assets	\$1,795	\$2,310

<sup>\*</sup> Unaudited Data