Constitution

(Approved) May 14, 2007

Article l. Name

The name of this association shall be The Cooper Union Alumni Association.

Article II. Purpose

The Association shall be a charitable, educational and social organization. The Association shall be organized and operated exclusively for the purpose of promoting The Cooper Union by coordinating activities on behalf of its alumni, former students and all others having the interests of The Cooper Union at heart. In accordance With the Memorandum of Agreement between The Cooper Union dated February I, 1974, and as amended on January 5, 2000, the Alumni Association shall cooperate with the Trustees, the administration, the faculties and the students in all Ways possible to increase its facilities and its power for good in the community, and to advance the ideals of the Founder, Peter Cooper, in accordance with the deed of trust of The Cooper Union and the letter of Peter Cooper accompanying it.

Article III. Membership

Section 1. Graduates of The Cooper Union and former students Who Were not graduated but who shall have matriculated and attended at least one year, left The Cooper Union in good standing, and Whose classes shall have been graduated, shall be members of the Association.

Section 2. Members shall be eligible to hold elective positions in the Association and on the Board of Trustees of The Cooper Union and shall have the right to:

A. Vote for alumni representatives on the Board of Trustees of The Cooper Union;

B. Vote for members of the Nominating Committee;

C. Vote for elective officers of the Association;

D. Vote for members of the Alumni Association Council;

E. Vote on amendments to the Constitution and propose amendments to the Constitution and By-Laws by petition;

F. Serve on committees to assist the Association and the College.

Article IV. Organization

The Association shall be governed by officers, committees, and a Council with duties and powers as specified in Articles V, VI, and IX. The manner of election or selection of officers, committees, and the Council shall be as specified in Article IX. Roberts

Rules of Order shall govern the proceedings of all meetings by bodies of the Association.

Article V. Officers

Section 1. The officers of the Association shall be: President, Vice President/Alumni Activities, Vice President/ Faculty and Student Liaison, and Secretary/Treasurer.

Section 2. The officers of the Association shall be elected annually and shall serve for one year, from July I to June 30, or until Their successors are qualified. They can be re-elected.

Section 3. The duties and powers of the officers shall be as follows:

President: The President shall preside at all meetings of the Association, the Council and the Executive Committee. He shall designate an officer who will preside in his absence. If he fails to do so, the Council or the Executive Committee shall elect its own chairman at meetings which he does not attend.

A. With the exception of the Nominating Committee, the President shall be a non-voting ex-officio member of all committees.

B. He shall not serve for more than two consecutive terms, nor shall he appoint himself as chairman of any standing committee.

C. He may not be employed as a faculty or staff member of The Cooper Union during his tenure as President of the Alumni Association.

Vice President /Alumni Activities: The Vice President /Alumni Activities shall be

responsible for the following:

A. Plan and aid in the formation of local and regional groups of alumni and their activities.

B. Oversee all events created by and for alumni.

C. Perform such other duties as assigned by the President.

Vice President/Faculty and Student Liaison: The Vice President/Faculty and Student Liaison shall appoint and preside over the Faculty Committee as follows:

A. Maintain liaison With the Deans of the College in the selection of candidates for alumni representation on the faculty and administrative Committees.

B. Maintain liaison with the student organizations and alumni/student committees.

C. Perform such other duties as assigned by the President.

Secretary/Treasurer: The Secretary/ Treasurer shall act as general agent of the Association under the direction of the Executive Committee and the Council. He shall be the liaison With the Director of Alumni Relations. (See Article XI.)

A. He shall review the proposed budget annually for the operation of the Association. He shall also review the necessary justification of this budget. The budget shall include the operation of the Alumni Relations Office (see Article XI and XII).

B. He shall receive and expend funds for Association activities.

C. He shall render a true and accurate statement of the affairs of the Association including all actual or contingent assets and liabilities. His accounts shall be audited at the end of each fiscal year.

D. The books and records shall be kept in the Alumni Relations Office and shall be open for inspection by the Council or a Committee appointed for such purpose. He shall have access to all valuable papers, contingent deeds of gifts, monies and funds of the Association.

Article VI. Committees

Section 1. The Committees of the Association shall be the Executive, Annual Fund, Nominating, Faculty, Editorial, and such other committees as may be established by the By-Laws. The President shall appoint all the committee chairs, with the approval of the Executive Committee, except the Executive, Nominating and Alumni Association Faculty Committees.

Section 2. The Executive Committee shall be composed of the current officers, the immediate two available Past Presidents, the Chairmen of the Annual Fund and Nominating Committees, and the alumni representatives on the Board of Trustees. The Executive Committee shall meet at least nine (9) times annually and shall be responsible for conducting the affairs of the Association in accordance with policies established by the Council. It shall have the power to instruct the Secretary/ Treasurer to expend funds Within the limits of approved budgets. The Executive Committee shall prepare agendas for meetings of the Council arid shall receive reports from all committees.

A. Minutes of all Executive Committee meetings shall be distributed to the Council.

B. The Executive Committee shall provide policy direction through the Secretary/Treasurer in the operation of the Alumni Relations Office (see Section Xl).

C. Five (5) members of the Committee shall constitute a quorum at any meeting of the Executive Committee.

Section 3. The Annual Fund Committee shall conduct the annual giving campaign with the assistance of the Alumni Relations Office and in cooperation With the Development Office of The Cooper Union. The chairman of this committee shall be selected from members of the Council and may serve beyond his term as a member of the Council.

Section 4. The Nominating Committee shall be constituted and shall function in accordance with Article IX.

Section 5. The Faculty Committee, reporting to the Vice President/ Faculty and Student Liaison, shall establish procedures for Working with faculty and administrative committees of the College. The Faculty Committee shall report regularly to the Council, and shall submit a Written report annually to the Council on the activities of alumni representatives on The Cooper Union faculty and administrative committees.

A. Two Alumni Representatives shall serve on such Cooper Union committees as agreed upon by Deans of the Schools and the Council.

B. The term of each representative is to be for one (I) academic year with rotation encouraged but reappointment possible.

C. The Council through the Vice President/ Faculty and Student Liaison, will submit names to the Deans of each school each year for acceptance.

Section 6. The Editorial Committee shall assist in the gathering of alumni news, edit Alumni Association publications and website as directed by the Council, and cooperate With the editorial staff of The Cooper Union regarding the Alumni Association section of the College's publications.

Section 7. Ad hoc committees may be appointed at any time by the President with approval of the Executive Committee. Ad hoc committees shall submit timely reports to the Executive Committee.

Section 8. No committee shall make binding commitments With outside parties on behalf of the Alumni Association Without the approval of The Executive Committee.

Article VII. Alumni Association Council

Section 1. Membership: The Council shall consist of the following:

A. The Officers of the Association;

B. Thirty-six (36) members who shall be representative of the various branches and classes of The Cooper Union, and of geographic locations of alumni. Twelve (12) members shall be elected each year to serve for three (3) years. No member shall be nominated under this Section to serve more than two full consecutive three year terms. Alternates, in order of the greatest number of votes received, shall fill vacant positions to maintain thirty-six (36) members on the Council;

C. All Past Presidents;

D. Past and present alumni representatives on The Cooper Union Board of Trustees.

Section 2. Duties and powers: The Council shall:

A. Direct the Secretary/Treasurer as general agent of the Association and inspect his records;

B. Replace any member who fails to participate in its functions, and fill any vacancy on the Council in accordance with Article IX, Section 6;

C. Nominate candidates for the Nominating Committee;

D. Resolve tie votes for any office or membership on the Council;

E. Approve candidates for alumni representatives on the Board of Trustees and all vacancies among these representatives in accordance with Article IX;

F. Approve alumni representatives on The Cooper Union faculty and administrative committees and receive reports from them;

G. Review the budget proposed annually by the Secretary/Treasurer for presentation to the Board of Trustees;

H. Serve on committees for events, discussion and other alumni activities;

l. Approve proposed amendments to the Constitution for presentation to the membership, in accordance With Article XIII;

J. Establish and amend By-Laws of the Association in accordance with Article XIV.

Section 3. The Council shall meet at least four (4) times a year, in September, November, February and May. Nineteen (19) members shall constitute a quorum.

Section 4. Additional meetings of the Council may be called by the President on his own initiative, or When requested in Writing by five (5) Council members.

Section 5. The objectives of the Council are:

A. Service to Alumni: To develop and manage a broad range of programs, events and services to enable alumni to maintain strong relationships with their fellow alumni and with the institution and to foster career development among alumni.

B. Service to the College: To engage The alumni in actively supporting the mission of the College by harnessing the skills, abilities and experiences of the alumni body for the benefit of The Cooper Union.

C. Financial Support of the College: To provide motivation and leadership that encourages strong financial support from alumni.

D. Recognition: To recognize and promote the achievements of its alumni and the institution to students, alumni, and the external community to highlight the importance of The Cooper Union.

Article VIII. Awards

The following will be conferred annually. Guidelines should include one award in each category. The Executive Committee must approve of any multiple awards.

A. To an alumnus of the School of Engineering for outstanding professional achievement;

B. To an alumnus of the School of Art for outstanding professional achievement;

C. To an alumnus of the School of Architecture for outstanding professional achievement;

D. To an alumnus for outstanding dedication and commitment to the Alumni Association and The Cooper Union.

Article IX. Nominations & Elections

Section 1. The Nominating Committee shall consist of two (2) most recent past presidents of the Association and ten (Io) additional members, nominated and elected as prescribed in Section z of this article. Seven (7) members of the Nominating Committee will constitute a quorum at all Nominating Committee meetings.

Section 2. The Council shall at its February meeting nominate and approve at least twelve (12) candidates for the Nominating Committee to serve one (I) year. Each additional candidate for the committee may be submitted by petition. Each such petition may nominate only one (1) candidate, and shall bear the signatures of at least three (3) members of the Association submitted to the Secretary/Treasurer of the Association prior to the February meeting of the Council. All nominations received through petitions shall be placed on the general election ballot and mailed to members.

Section 3. The Nominating Committee shall designate the nominee for the position of alumni representative on The Cooper Union Board of Trustees. The nominee shall be submitted to the Council and to the Trustees for approval as the candidate to be included on the annual ballot.

Section 4. The Nominating Committee shall present a list of candidates for officers and members of the Council at the February Alumni Council meeting. As soon as possible thereafter, but not later than March 15, the Secretary/Treasurer shall mail ballots to all alumni. The election shall be based on the ballots received as of May 1.

Section 5. At the February meeting of the Council:

A. The President shall appoint a committee of tellers consisting of no less than three (3) members who shall count the ballots and report the tally at the May meeting.

B. The candidates for the various offices and membership on The Council receiving the highest number of votes shall be declared elected.

C. The ten (I0) candidates for the Nominating Committee receiving the largest number of votes shall be declared elected and the person receiving the highest number of votes among them shall be its Chairman. If the person receiving the highest number of votes cannot serve, then the person receiving the second highest number of votes shall serve and so on. The candidates receiving less votes than the highest ten (10) shall serve as alternate members of the committee in the order of the number of votes received Whenever permanent or temporary vacancies on the committee occur.

D. If a member of the Council becomes an officer or Alumni Trustee, his Council post should be replaced by an alternate. See Article VII (b).

E. All elected officers, members of the Council and members of the Nominating Committee shall commence their terms of office on July 1 and shall serve for their elected terms or until their successors shall assume office. In the event of a tie vote for any office or membership on the Council, the election shall be resolved by a majority vote of the Council at its first meeting following the election.

F. No faculty or staff member of The Cooper Union Who is an alumnus can serve as Alumni Trustee, chair of the Nominating Committee or on the Executive Board but can serve as a member of the Council if elected.

Section 6. When any vacancy occurs in the Council or among the officers, it shall be filled for the unexpired term by a two-thirds vote of the Council by mail ballot from a list of candidates submitted by the Nominating Committee.

Article X. Alumni Representation on The Cooper Union Board of Trustees

Section 1. Four (4) members of The Cooper Union Board of Trustees shall be elected by the alumni. The alumni shall elect one (I) alumnus member each year for a four-year term to represent alumni on the Board of Trustees.

Section 2. In case of inability of an elected representative on the board to serve his full term, the Council shall designate by its two-thirds majority vote an alternate representative on the Board of Trustees to serve the unexpired term subject to acceptance by the Trustees. The candidate will be nominated by the Nominating Committee.

Section 3. The Trustees elected by the alumni shall serve in a liaison Capacity between the Council and The Cooper Union Board of Trustees and are expected to attend Executive Board and Council meetings whenever possible.

Section 4. No Alumni Association representative on The Cooper Union Board of Trustees shall be eligible for election by the alumni to serve more than one full term, in addition to filling a possible vacancy among the alumni representatives on The Cooper Union Board of Trustees.

Section 5. The current president of the Alumni Association shall serve on the Board of Trustees of The Cooper Union as a non-voting member.

Article Xl. Office of Alumni Relations

Section 1. The of Alumni Relations shall provide all administrative services necessary to the operation of the Association and fundraising programs conducted by the Association. The shall maintain all records and shall be the repository of all documents of the Association.

Section 2. The Executive Committee shall establish the operating policies for the Alumni Relations Office. The Secretary/Treasurer will implement these policies as part of his responsibility to oversee the operation of the Alumni Relations Office.

Section 3. The Alumni Relations director and staff shall Cooperate with and assist committee chairmen and Executive Board members regarding the planning and execution of events, activities, awards and other Alumni Association matters that occur throughout the year.

Section 4. The Alumni Relations Office shall be staffed by employees of The Cooper Union. These employees shall be appointed by the President of The Cooper Union or whomever the president appoints, With the approval of the Executive Committee. The specific responsibilities of the employees shall be as agreed upon by the President of The Cooper Union, or his appointee, and the Executive Committee of the Association.

Article XII. Finances

Section 1. The Cooper Union will provide all funds for the operation of the Association and the Alumni Relations Office, as per agreement between the Alumni Association and the College.

Section 2. The Secretary/Treasurer shall assist in the preparation of a budget and obtain approval of the Executive Committee and the Council. The proposed budget Will then be presented to the Board of Trustees, via the President of The Cooper Union.

Section 3. All Association checks must be signed by two of the three following individuals: President, Secretary/Treasurer, Director.

Article XIII. Amendments

This Constitution shall be amended only as follows:

A. Copies of proposed amendments shall be mailed to the members of the Council at least thirty (30) days before the meeting at which they are to be considered. Proposed amendments must be approved by a two-thirds vote of the Council voting either in person or by mail ballot.

B. Pursuant to the approval of the Council, copies of the proposed amendments shall be distributed to all members of the Association to be voted by them and returned to the Alumni Within thirty (3 o) days. The amendments must then be approved by a two-thirds majority of Votes received as Counted by a committee of three (3) tellers appointed by the President.

Article XIV. By-Laws

By-Laws shall be established or amended by a two-thirds vote of the Council Voting either in person or by mail ballot. By-Laws shall be limited to matters not prescribed by this Constitution.

Article XV. Implementation

Subject to its vote of approval by the active members of the Alumni Association, this Constitution became operative on May 14th, 2.007.

Article XVI.

Whenever Words such as "he" or “his”, or "chairman" appear in the above articles, it shall also mean “she” or "hers", or "Chairperson" respectively.

BY-LAWS

Approved February 13, 2007

Section I.  General Membership Meetings

The time and place of each general membership meeting shall be selected by the Council upon recommendation of the Executive Committee.

A written notice announcing each meeting must be mailed to all members at least thirty (30) days prior to the date of the meeting.

Section II. Council Meetings

The President shall set the time and place for each Council meeting prescribed in Article VII of the Constitution.

Written and e-mail notice of each Council meeting must be sent at least thirty (30) days prior to each meeting date.

The nominated incoming President-elect shall be invited to  attend all Executive Committee  and Alumni Council meetings following his election.

Section III. Standing Committees

A. In addition to committees established under Article VI of the Constitution, the President, with the approval of the Executive Committee, shall appoint a chairman of each of the following committees:

1. Events Committee, which shall be responsible for planning and conducting all social affairs not specifically assigned to other committees. The Events Committee shall include Founder’s Day Committee, which shall plan and arrange for an annual dinner to commemorate Peter Cooper’s birthday, the Young Alumni Committee, and a Student Affairs Committee, which shall cooperate with The Cooper Union’s student organization to promote athletic and other activities. The Student Affairs Committee should report to the Vice President/Faculty and Student Liaison. The Executive Committee shall approve all Events Committee policy decisions and proposed events.

2. Constitution Committee, which shall draft and recommend, for vote by the Council, amendments to the Constitution and By-Laws.

3. Class Reunions Committee, which shall organize and conduct reunions of classes and groups of classes.

4. Gano Dunn Award Committee, which shall select an alumnus of the School of Engineering as the recipient of a medal for outstanding achievement in engineering, industry, science or finance, and report their selection to the Executive Committee.

5. Augustus St. Gauden’s Award Committee, which shall select an alumnus of the School of Art as the recipient of a medal for outstanding achievement in the arts, and report their selection to the Executive Committee.

6. John Hejduk Award Committee, which shall select an alumnus of the School of Architecture as the recipient of a medal for outstanding achievement in architecture, and report their selection to the Executive Committee.

7. Alumnus of the Year Award for outstanding service to The Cooper Union and/or the Alumni Association shall be designated by the Executive Committee. In addition, and when appropriate, an award for outstanding service and dedication to the Alumni Association and/or The Cooper Union should be given to a young alumnus, and be known as the Young Alumnus of the Year Award.

8. Auditing Committee, which shall audit periodically the accounts kept by the Secretary/Treasurer of the Association and report to the Council on the state of the accounts at the end of the fiscal year.

9. Archives Committee, which shall meet periodically to determine which documents of the Association are to be retained for permanent records.

10. Editorial Committee, which shall assist in the gathering of alumni news, edit Alumni Association publications and website as directed by the Council, and cooperate with the editorial staff of The Cooper Union regarding the Alumni Association section of the College’s publications.

B. Only members of the Council may be appointed as chairs of standing committees.

The chairs of each committee may appoint additional members to the committee from the Council or general membership.

The President shall be a non–voting ex-officio member of every committee, except for the Nominating Committee.

All committee decisions shall be presented and accepted by the Executive Committee before implementation.

Section IV.  Amendments

The Council must consider proposals for amendments and follow the procedure prescribed in Article XIII of the Constitution or in Section IV, Paragraph B, of these By-Laws, whichever is applicable, under the following circumstances:

When the Executive Committee makes such a request.

When the Constitution Committee makes such a request.

When petitioned by at least 50 alumni representing at least five graduated classes.

The procedure for amendment of the By-Laws shall be as follows:

Copies of proposed amendments shall be mailed to all Council members with the notice of the Council meeting at which the amendments are to be voted.

A Council member who cannot attend the meeting may cast his vote by mail provided that it arrives at the Alumni Relations Office prior to the meeting.

A two-thirds majority of all votes cast, whether by mail or in person, shall be required to pass an amendment.

Section V.  Distribution of Documents

Copies of The Cooper Union Alumni Association Constitution, By-Laws and the Memorandum of Agreement between The Cooper Union Alumni Association and The Cooper Union dated February 1, 1974, as amended in January 5, 2000, shall be furnished by the Alumni Relations Office to the newly elected alumni representative on the Cooper Union Board of Trustees and to each newly elected Alumni Association officer and Council member and to members of all Alumni Association committees and to the President of The Cooper Union for distribution to the Board of Trustees.

Section VI. Same as Article XVI of the Constitution.