

# ALUMNI ASSOCIATION OF THE BRONX HIGH SCHOOL OF SCIENCE

## CONSTITUTION

### ARTICLE I – NAME, PURPOSE, GENERAL ORGANIZATION

#### Section A Name

The name of this organization is the Alumni Association of the Bronx High School of Science (the “Association”). The Bronx High School of Science is sometimes referred to as the “School.”

#### Section B Purpose

The purpose of the Association is to foster alumni activities and association, and to assist the Bronx High School of Science, and the School’s students. In furtherance of such purpose, the Association shall encourage friendships among members. The Association will assist individual graduating classes and regional organizations, insofar as practical, to organize and conduct reunions.

The Association is not organized for profit. The Association is organized exclusively for educational and charitable purposes, as specified in section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and shall not carry on any activities not permitted to be carried on by an association exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent Federal tax laws (the “Code”).

#### Section C Office

The office of the Association is located at the School, 75 West 205 Street, Bronx, New York 10468.

#### Section D Members

The Association has two categories of membership: “members” and “associates.” All graduates of the School and all persons who, although not graduates, were full-time students at the School for not less than one full academic year are “members.” All persons who are teachers or staff members at or administrators of the School (but who are not members) as well as any other persons so designated by the Board of Trustees, are “associate members.” The Board at its discretion may appoint honorary members of the Association.

Section E Board of Trustees

The management and control of the Association, its activities, affairs, and funds, is vested solely in the Board of Trustees (the “Board”).

ARTICLE II - LIMITATIONS

Section A Individual Personal Benefits

No part of the net earnings of the Association shall inure to the benefit of any member, Trustee, or officer of the Association, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Association), and no member, Trustee, or officer of the Association, or any private individual shall be entitled to share in the distribution of any of the Association’s assets on dissolution of the Association.

Section B Political and Legislative Activities

No substantial part of the activities of the Association shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided by section 501(h) of the Code), or participating in or intervening in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office.

Section C Tax Exemption Matters

In any taxable year in which the Association is a private foundation as described in section 509(a) of the Code, the Association shall distribute its income for said period at such time and manner as not to subject it to tax under section 4942 of the Code; and the Association shall not (a) engage in any act of self-dealing as defined in section 4941(d) of the Code; (b) retain any excess business holdings as defined in section 4943(c) of the Code; (c) make any investments in such manner as to subject the Association to tax under section 4944 of the Code; or (d) make any taxable expenditures as defined in section 4945(d) of the Code or corresponding provisions of any subsequent Federal tax laws.

ARTICLE III – MEMBERSHIP

Section A Classes

All members who graduated or would have graduated in the same academic year are members of the same class.

## Section B Membership in Good Standing/Voting Members

A member is a member “in good standing” for a given academic year upon the payment of dues for that academic year, but dues must be paid (or if mailed, postmarked) on or before May 15 to vote at the Annual General Membership Meeting. Members in good standing may also be referred to as “Voting Members”.

## Section C Dues

Membership dues for each academic year shall be determined by the Board of Trustees, and may be in amounts that differ by year of graduation.

# ARTICLE IV – BOARD OF TRUSTEES

## Section A Organization

### §1. Composition

The Board consists of between eleven and twenty one members (or such fewer members as shall be in office) (sometimes called “Trustees”). The number of Trustees constituting the “entire Board” may be determined by the Board. Trustees are elected by the members (in accordance with the procedures specified in this Constitution) for three-year terms. A Trustee so elected serves until his or her resignation, removal in accordance with this Constitution, death or until his or her successor takes office. The Board is classified; that is, approximately one-third of the entire Board is to be elected each year. The Board shall fill any vacancy in its membership (including without limitation a vacancy arising from a resignation, removal or death of a Trustee or an expansion of the size of the entire Board) with a member in good standing who shall complete the unexpired term.

### §2. Officers

The Board shall elect four officers: Chair, Vice Chair, Secretary, and Treasurer and (as an alternative to a Chair and a Vice Chair, two Co-Chairs who will share the role of Chair). The Board may elect other officers (and change the titles of such other officers) at any time. Officers shall be elected annually at the Spring Board Meeting, which shall be held after the Annual General Membership Meeting. Only Trustees or Trustees-Elect may be elected officers. Officers are elected for one-year terms commencing on the July 1 following the Annual General Membership Meeting, or on the July 1 following the New Voting Process (defined below), if applicable. An officer so elected serves until his or her resignation, removal in accordance with this Constitution, death or until his or her successor takes office. The officers shall have such authority as is specified by the Board or absent such specification by the Board as is generally appurtenant to the President (in the case of a Chair, Vice Chair or Co-Chair), Vice President, Secretary and Treasurer of a New York not-for-profit corporation, as applicable.

### §3. Committees

The Board may create or disband such committees and delegate such authority as it chooses. A committee to make recommendations regarding the nomination of Trustees (a “Nominating Committee”) shall be maintained. The composition of the committees may be determined by the Board in its discretion. Persons who are not Trustees may participate in committees, as determined by the Board in its discretion.

#### Section B Election

##### §1. Eligibility

Only members in good standing shall be eligible for nomination and election to the Board.

##### §2. Composition of Board of Trustees

Not more than two members from any one class may be elected to the Board at any election. At no time may more than one-third of the Board be from a single class. Other than individuals who are Trustees on June 1, 2016, no employee of the School (or of the City of New York, with direct responsibility for the School) may be elected to the Board. At no time may more than one-third of the Board consist of members who are present or past (within five years) employees of the School.

##### §3. Ex Officio Members

The Board may appoint, at any time, up to two members to serve as ex officio Trustees. Such individuals shall have been designated by the School (in consultation with the Association) as “Honorary Principals” (or a similar honorary title) and by virtue of such appointment, may be confirmed by the Board as ex officio Trustees. Such individuals shall not be Trustees unless approved by the Board. Such individuals shall serve as ex officio Trustees for a term of five (5) years, and shall be voting members of the Board. Ex officio Trustees may be removed by the Board in the same manner as other Trustees.

##### §4. Methods of Nomination

- ¶a. At the Fall Trustees Meeting (as defined below) preceding the election of Trustees at the Annual General Membership Meeting, the Board (after consideration of the recommendations of the Nominating Committee) shall nominate up to five candidates to be Trustees.
- b. Candidates to be Trustees may be nominated by the submission of a petition signed by fifteen or more members in good standing (not more than four of whom may be members of the same class) who paid their dues by October 15. Such petitions shall be filed with the Association on or before November 1, or the Fall Trustees Meeting, whichever shall occur later. Upon verification that such petitions contain the requisite signatures of proper persons, the

candidates so nominated by petition shall be candidates for election as Trustees at the next Annual General Membership Meeting.

- c. No nominations may be accepted from the floor of the Annual General Membership Meeting.

#### §5. Election Procedure

The Board shall give notice to all members in good standing of the date, time and place of the election of Trustees to occur at the Annual General Membership Meeting. This notice shall include a description of how a member in good standing may vote in such election (including by voting in person or by absentee ballot) and the names and classes of nominees for the office of Trustee and (to the extent desired by each candidate) brief information regarding the candidate (provided by such candidate or the Board), subject to such space or word limitations as determined by the Board applied equally to all candidates at such election, including a statement as to the method of his or her nomination. All candidates will have equal use of the facilities of the Association to communicate with the Membership. The Association shall send this notice, which may be included in or part of the newsletter or other communication sent by the Association, by mail, using the Association's normal electronic communication channels or other means consented to by the member. The notice must be sent no fewer than six weeks prior to the scheduled date of the election.

If there are more candidates duly nominated for election as Trustees at the Annual General Membership Meeting than the number of Trustees who may be elected at such meeting, then the Association shall include with the notice of such meeting a form of absentee ballot that may be used by the member receiving such notice to vote at such meeting. The form of such absentee ballot (and related verification/security procedures) shall be as determined by the Board.

#### §6. Commencement of Terms of Office; Limits Upon Consecutive Service Years

Trustees elected by the members at the Annual General Membership Meeting assume office on July 1 following their election. Trustees elected by the Board to fill unexpired terms assume office immediately after adjournment of the meeting at which they were elected. After July 1, 2016, no Trustee shall serve for more than eleven (11) consecutive years, counting only time served as a Trustee on or after July 1, 2016. To be treated as non-consecutive, service as a Trustee must not be preceded by service as a Trustee by less than 364 days.

## Section C Board Meetings

### §1. Frequency

The Board shall meet a minimum of twice per year, once between November 1 and December 21 (the “Fall Trustees Meeting”), and once between March 1 and June 30 of the academic year in conjunction with the Annual General Membership Meeting. Additional meetings of the Board shall be held if and when requested by the Chair or by a majority of Trustees then in office. The date, time and place of the Trustees’ meetings shall be scheduled by the Chair in consultation with the Trustees.

Notice of all meetings of the Board shall be sent to the Trustees not less than fifteen days prior to all Board meetings (except that in the event of emergencies requiring action by the Board, all Trustees will be notified, to the extent possible, and given at least 24 hours notice, and the meeting agenda will be limited to the emergency issues).

Board meetings may be held by telephone conference or video conference. Attending by videoconference or telephone conference shall be treated as attendance in person, provided that the applicable technology permits all attendees to hear each other or respond, as applicable. The Board shall continue to encourage at least two meeting(s) per year at which the Trustees are physically present.

### §2. Procedure

A quorum for the transaction of all business by the Board shall consist of the simple majority of Trustees then in office.

All Board meetings shall be open to members and associates; provided however, that a meeting shall be closed upon the concurrence of two-thirds of those Trustees present.

### §3. Voting

The act of a simple majority of those Trustees present at a duly assembled meeting, unless otherwise provided by this Constitution, shall be the act of the Board. Each Trustee shall have one vote; provided, however, that the Trustee chairing a meeting shall not vote unless such vote affects the outcome.

### §4. Rules of Order

The parliamentary procedure at Board meetings shall be governed by the most recent edition of *Robert’s Rule of Order*, except as otherwise provided in this Constitution.

## Section D Removal of Trustees

Any Trustee who fails to attend two consecutive meetings of the Board without excuse satisfactory to the Board shall be warned that if the Trustee fails to attend the next scheduled Board meeting, the Trustee will be deemed automatically removed from office, and a vacancy shall be deemed to exist. If any Trustee fails to attend three consecutive Board meeting without excuse satisfactory to the Board, the Trustee will be automatically removed from office.

## Section E Impeachment of Trustees

Any Trustee may be impeached for behavior adversely affecting the proper performance of his or her function as a Trustee, or the reputation of the Association or the School. Articles of Impeachment may be brought by any Trustee. Members in good standing may bring Articles of Impeachment signed by not fewer than fifteen members in good standing, not more than four of whom are members of the same class. All Articles of Impeachment shall be filed with the Secretary of the Board except when the Trustee being impeached is the Secretary, in which case the Articles of Impeachment shall be filed with the Chair of the Board. Upon the filing of Articles of Impeachment, the Trustee thereby impeached shall be sent a copy of the Articles of Impeachment. After a reasonable time following the filing of Articles of Impeachment, the Board shall convene to consider these Articles. At this meeting the impeached Trustee shall enjoy the right to defend his or her behavior. If fewer than two-thirds of those Trustees present and voting (the impeached Trustee not voting) vote to remove the impeached Trustee, the Articles of Impeachment shall be dismissed. If two-thirds or more of those Trustees present and voting (the impeached Trustee not voting) vote to remove the impeached Trustee, he or she shall be immediately suspended from office, and a general membership meeting shall be convened at a time to be determined by the Board. The notice of such meeting shall indicate that Articles of Impeachment are to be considered. At the general membership meeting at which the Articles of Impeachment are considered by the membership, the impeached Trustee shall again enjoy the right to defend his or her behavior. If fewer than three-quarters of those members in good standing present and voting (the impeached Trustee not voting) vote to remove the impeached Trustee, the Articles of Impeachment shall be dismissed, and the impeached Trustee shall resume his or her duties. If three-quarters of those members in good standing present and voting (the impeached Trustee not voting) vote to remove the impeached Trustee, he or she shall be immediately removed from office. The results of all impeachment proceedings may be published in the official publication of the Association.

## ARTICLE V – GENERAL OR SPECIALMEMBERSHIP MEETINGS

### Section A Frequency

#### §1. Annual General Membership Meeting

There shall be one general membership meeting held in the spring of each academic year which shall be the “Annual General Membership Meeting” at which the members shall elect Trustees. The Board shall give notice of this meeting to all members in good standing by mail, using the Association’s normal electronic communication channels or other means consented to by the member, sent no fewer than six weeks prior to the Annual General Membership Meeting. A quorum for the transaction of all business at the Annual General Membership Meetings shall consist of a number of members in good standing equal to a simple majority of Trustees then in office. If the New Voting Process (as defined below) is implemented in accordance with Article VIII, this paragraph shall not apply unless the Board so provides.

#### §2. Special Membership Meetings

There shall be such additional membership meetings (“Special Membership Meetings”) as shall be called by the Board at its discretion. Without limiting the right of the Board to call a Special Membership Meeting at its discretion, the Board shall call a membership meeting upon the receipt of a petition requesting a Special Membership Meeting and stating the purpose of such meeting signed by of not fewer than fifty members in good standing, not more than ten of whom are members of the same class, and upon approval of a majority of the Board. A quorum for the transaction of all business at Special Membership Meetings shall consist of fifty members in good standing (which may include any Trustees present and members in good standing who have submitted valid absentee ballots). The Board shall give notice to all members in good standing of the date of a Special Membership Meeting by mail, using the Association’s normal electronic communication channels or other means consented to by the member, sent no fewer than six weeks prior to the date of the meeting. In the case of a Special Membership Meeting, notice shall include a statement of the meeting’s purpose.

### Section B Voting

Voting at membership meetings of the Association shall be open to members in good standing and no others. Associates shall not be entitled to vote for any purpose. The votes of a majority of those present in person at a membership meeting of the Association (for which there is a quorum) along with the absentee ballots submitted in a timely manner shall be the decision of the membership.

In addition to the forms of absentee ballots distributed with the notice of the Annual General Membership Meeting as provided in Article IV, Section B, § 5 of this Constitution, absentee ballots may also be requested from the Association prior to the date of the Annual General Membership Meeting. To be counted in the vote at the

Annual General Membership Meeting, an absentee ballot must arrive at the Office of the Association not later than one business day prior to the scheduled date of the Annual General Membership Meeting.

The Board shall determine whether to accept (and the related forms, procedures and timing to accept) absentee ballots for any Special Membership Meeting. If the New Voting Process is implemented in accordance with Article VIII, this Section B shall not apply unless the Board so provides.

#### Section C Rules of Order

The parliamentary procedure at all membership meetings shall be governed by the most recent edition of *Robert's Rule of Order*, except as otherwise provided in this Constitution.

### ARTICLE VI – AMENDMENTS

#### Section A Procedure

Amendments to this Constitution may be proposed either by the Board or by a petition presented to the Board in person at the Annual General Membership Meeting signed by not fewer than twenty five members in good standing, not more than four of whom are members of the same class. In the event that an Electronic Amendment Process (defined below) is adopted in accordance with Article VIII, Article VI shall no longer apply, unless the Board specifically so provides (which determination may be made annually, at the discretion of the Board, on not less than thirty (30) days' notice to the Members, using the Association's normal electronic communications channels.

#### Section B Notice

Notice of any proposed amendment(s) to this Constitution (including an amendment presented by petition) shall be published in an official publication of the Association, which publication shall be sent no fewer than four weeks prior to the membership meeting at which the proposed amendment will be considered. (Publication may be made by using the Association's normal electronic channels.) Any member who desires to obtain a copy of the proposed amendment may do so by requesting same and sending a self-addressed, stamped envelope to the Office of the Association or providing an e-mail address.

#### Section C Adoption

The chair of the meeting at which the proposed amendment is to be considered shall have the sole discretion to determine whether an amendment to a proposed amendment shall so fundamentally change the proposed amendment as to require new notice to the membership as set forth in Section B of this Article.

Any amendment proposed pursuant to this Article shall be adopted upon the vote of two-thirds of all members in good standing voting at a membership meeting.

## ARTICLE VII – LIMITATION OF LIABILITY; DISSOLUTION; ETC

### Section A

To the maximum extent permitted by applicable law, the debts, liabilities and obligations of the Association shall be the responsibility solely of the Association payable solely from the assets of the Association; and Trustees, officers or members, in such capacities, shall have no personal responsibility therefore.

### Section B

To the maximum extent permitted by applicable law, Trustees and officers of the Association shall not be liable for their actions (or omissions) in such capacities, if such Trustee or officer acted in good faith for a purpose which he or she reasonably believed to be in the best interests of the Association and, in criminal actions or proceedings, in addition, had no reasonable cause to believe that his or her conduct was unlawful, unless a judgment or other final adjudication adverse to the Trustee or officer establishes that his or her acts were in bad faith or were the result of active and deliberate dishonesty and were material to the cause of action so adjudicated, or that he or she personally gained in fact a financial profit or other advantage to which he or she was not legally entitled. To the maximum extent permitted by applicable law, the Association shall indemnify and defend (including by advancing legal fees and costs) the Trustees and officers of the Association from any liabilities or obligations arising from their service for, or involvement with, the Association (other than actions or omissions in such capacities that do not satisfy the criteria for exculpation specified in the immediately preceding sentence). The Association may procure insurance policies in furtherance of the foregoing.

### Section C

Should the Association dissolve, the Association shall, after paying or making reasonable provision for paying from the then existing assets of the Association all the Association's debts and liabilities, transfer all remaining assets to (as determined by the Board) the School (or a not-for profit entity or foundation specified by the School or its principal at least one of whose purposes is to assist the School), or, in the event the School no longer exists, to a not-for-profit entity or foundation at least one of whose purposes is to assist special schools or programs for intellectually gifted secondary-school students.

### Section D

The Trustees shall keep the confidences of the Association in accordance with usual and customary practices of trustees of not-for-profit corporations. The Trustees shall act with respect to the Association in good faith and with fairness. Trustees shall disclose material conflicts of interest to the Board, and shall recuse themselves from voting on matters in which they have a material conflict of interest, unless after disclosure and review, the Board (with the Trustee with the disclosed conflict not voting) determines that the Trustee may vote on the matter.

## Section E

Good faith efforts to communicate to the Membership based on the contact information in the books and records of the Association shall satisfy notice requirements pursuant to this Constitution and, to the maximum extent permitted by applicable law, otherwise. The Board may, in its discretion, use principally or exclusively electronic means to communicate with the Membership.

## ARTICLE VIII – ALTERNATIVE VOTING, ELECTION AND NOMINATING PROCEDURES

### Section A New Voting Process Adoption

The Board, upon a determination by the Board that the Association has developed and can support a reasonable electronic voting system, may implement voting, nominating, election, and amendment procedures that satisfy the criteria in this Article VIII. The Board's adoption of such procedures may be referenced as the "New Voting Process", and provided that such criteria meet the requirements of this Article VIII, shall be deemed an authorized amendment to this Constitution. In the event of a conflict between the New Voting Process adopted in accordance with this Article VIII, and other provisions of this Constitution, the New Voting Process shall prevail. The Board may adopt processes consistent with the requirements of this Article VIII at any time, upon not less than forty five (45) days' notice to the Membership. Good faith efforts to communicate to the Membership based on the contact information in the books and records of the Association shall satisfy notice requirements pursuant to this Constitution and, to the maximum extent permitted by applicable law, otherwise. The Board may, in its discretion, use principally or exclusively electronic means to communicate with the Membership.

### Section B Internet Voting

The New Voting Process will permit Voting Members to vote using a procedure approved by the Board that includes internet-based or electronic mail-based voting ("Internet Voting"). Such votes may be used for elections, amendments to the Constitution, and any other matters upon which Members may otherwise vote. The voting period in any Internet Voting shall remain open for not less than five (5) days and no more than twenty (20) days, the number of days to be determined by the Board before the applicable voting period commences. Internet Voting may be accompanied (at the

Board's discretion) by a write-in voting process, in which paper ballots are provided to Members who request such ballots. If the New Voting Process is implemented, it shall be required to provide for write-in voting until at least December 31, 2020, unless the Board determines, by a two-thirds vote, that write-in voting is economically impractical.

#### Section C Nominations for Trustee

Nominations may be made by the Nominating Committee of the Board at any time up to 45 days prior to any election of Trustees. In addition to the Annual General Membership Meeting, Trustees may be elected using the New Voting Process within thirty (30) days of the June Board Meeting, or at any time, on not less than forty five (45) days' notice to the Membership, to fill vacant positions on the Board.

Individuals not nominated by the Nominating Committee may run for election to the Board. In order for such individuals to be eligible to run for election to the Board, such individuals must follow a two-step process. First, such persons must be nominated by no fewer than twenty five (25) Voting Members, who are from no fewer than four different classes, and at least one of whom is a Trustee then in office. Second, the Association shall permit any individual satisfying the requirements of the first step to post on the Association website, for a two-week period, a statement of up to two hundred words explaining why such person should be nominated, such statement must not contain illegal, obscene or defamatory statements. The existence of such posting shall be announced by the Association through its normal communications channels. Through such process, in order to be nominated to run for election to the Board, nominations are needed from the greater of 200 Voting Members or five percent (5%) of the Voting Members ("Minimum Endorsement"). The Association shall provide an electronic means for Voting Members to register such nominations. In any calendar year, no more than two individuals who are nominated through the process set forth in this paragraph may run for election. Any individual not obtaining the Minimum Endorsement after attempting to do so as provided herein, shall not be permitted to attempt to obtain a Minimum Endorsement for at least eighteen months (18) following the preceding attempt.

#### Section D Amendments

Members may vote to amend this Constitution through an electronic voting process (the "Electronic Amendment Process"). Any proposed amendment to be so voted upon shall be publicized by the Association through its normal communication channels, not less than thirty (30) days prior to a vote. If the applicable amendment is proposed by the Board, the amendment must be approved by two thirds of the Voting Members casting votes, provided however, that if the total number of votes regarding the amendment is fewer than one thousand (1,000), the amendment must be passed by an additional vote of the Members conducted no less than thirty (30) days following the first vote. If the applicable amendment is not proposed by the Board, the amendment must be approved by two thirds of the Voting Members casting votes, provided however that if

the total number of votes regarding the amendment is less than the greater of (i) 1,000 and (ii) fifty one percent (51%) of the Voting Members, then the amendment must be passed by an additional vote of the Members conducted no less than thirty (30) days following the first vote, and the number of Voting Members casting votes in such second vote must be not less than 1,000. During the time period between the first vote and the second vote as provided herein, and during the period of not less than thirty (30) days prior to the initial vote on a proposed amendment, the Association shall provide reasonable and fair access to its electronic communications channels to persons to circulate or post statements in favor of or opposed to an applicable amendment. The Board may prohibit statements that are obscene, unlawful or defamatory.

Date of Adoption: June 2, 2016