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 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

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.

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 fifteen members (or such fewer members as shall be in office) (sometimes called “Trustees”). 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, five members are to be elected each year. The Board shall fill any vacancy in its membership 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. 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. 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.

§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.

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 one member 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. Not more than one member who is an employee of the School may be elected to the Board at any election. 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.  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.

§4. 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 mailed by the Association, by mail 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.

§5. Commencement of Terms of Office

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.

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.

Trustees who cannot attend Board meetings may participate via telephone conference if facilities are available, but Trustees who are not physically present for Board meetings shall not have the right to vote, nor shall such Trustees’ presence be counted towards a quorum.

In the event of emergencies requiring action by the Board, the Chair may convene a conference telephone call meeting with the concurrence of the Chair, the Secretary and/or one other Trustee. All Trustees will be notified (if possible) and given at least 24 hours notice. The meeting agenda will be limited to the emergency issues. When such an emergency meeting is called, Trustees participating via telephone conference call may vote and attendance via telephone will be counted towards a quorum.

§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 (either in person or via telephone conference call) two consecutive meetings of the Board without excuse satisfactory to the Board shall be warned that a 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 and any Trustees participating via conference call 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 MEMBERSHIP 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 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.

§2.  Special Membership Meetings

There shall be such additional membership meetings (“Special Membership Meetings”) as shall be called by the Board 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). The Board shall give notice to all members in good standing of the date of a Special Membership Meeting by mail or other means consented to by the member, sent no fewer than six weeks prior to the date of the meeting. In the event the Special Membership Meeting is scheduled sooner than six weeks, the Board shall give notice to all members in good standing as soon as possible. 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, § 4 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.

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 at the Annual General Membership Meeting signed by not fewer than fifteen members in good standing, not more than four of whom are members of the same class.

Section B   Notice

Notice of any proposed amendment(s) to this Constitution shall be published in an official publication of the Association, which publication shall be sent no fewer than six weeks prior to the membership meeting at which the proposed amendment will be considered. 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.

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 the School, or, in the event the School no longer exists, to such non-for-profit entity or foundation at least one of whose purposes is to assist special schools or programs for intellectually gifted secondary-school students.

Date of Adoption: June 13, 2007