

**GRADUATE SCHOOL ALUMNI ASSOCIATION
CONSTITUTION AND BY-LAWS**

CONSTITUTION

Article I

This Association shall be called the Yale Graduate School Alumni Association (the "Association" or "GSAA").

Article II

The purposes of the Association shall be to serve the interests and help to maintain the stature of the Yale Graduate School of Arts and Sciences, to provide a channel of mutual communication between the alumni and the Graduate School, and to provide review and counsel to the Dean regarding the direction of the Graduate School's alumni relations programs and efforts.

Article III

All alumni of the Yale Graduate School shall be members of the Association. The term "alumni," including "alumnae", means any persons who are or have been candidates for degrees from the School and such other categories of former students as the Graduate School Alumni Association Board may designate.

Article IV

Administration of the affairs of the Association shall be vested in the Graduate School Alumni Association Board consisting of the officers of the Association and as many additional members as the By-Laws shall provide. The conduct of the affairs of this Association shall be governed by a set of By-laws, not inconsistent with this Constitution, which may be amended from time to time in accordance with the provisions thereof.

Article V

This Constitution may be amended at any meeting of the Graduate School Alumni Association Board by action of two-thirds of the entire membership of the Board voting in person or by conference telephone. Notice in writing of any amendment proposed to be acted upon by the Board shall be transmitted in print or electronic form to each member at least two weeks prior to such meeting. Any such amendment to this Constitution shall become effective upon its approval by the Yale Corporation.

BY-LAWS

Article I

Graduate School Alumni Association Board Composition and Functions

Section 1. Delegates to the Yale Alumni Association (YAA) Assembly duly appointed by the Graduate School Alumni Board pursuant to section 6 of this article shall be voting members of the Board. These members shall serve for so long as they remain Delegates to the YAA.

Section 2. The Board shall also include as voting members the officers elected pursuant to Article III, section 3, regardless of their current status as YAA Delegates.

Section 3. The Board shall also include as voting members the Dean of the Graduate School, the Chair of the Graduate and Professional Schools Committee of the Yale Alumni Association, the President of the Graduate Student Assembly (GSA) and the Immediate Past Chair of the Board. All four members described in this section shall serve only during their terms of office.

Section 4. The Graduate School Alumni Association Board shall also include as voting members those members of the YAA Board of Governors who previously served on the GSAA.

Section 5. The Board may also include as non-voting members up to four Advisory Trustees, to be appointed at the discretion of the Chair. Advisory Trustees may participate in all meetings and other activities of the Board. Advisory Trustees serve one-year terms to take place within the two-year term of the Chair. An Advisory Trustee may be reappointed.

Section 6. Delegates to the Assembly of the Association of Yale Alumni shall be appointed by the Board at its spring meeting, such Delegates to take office on the succeeding first of July. The number of Delegates shall be as determined by the YAA. Should a vacancy occur among the Delegates to the YAA by reason of resignation, the Board may act at any regular or special meeting to fill the vacancy for the unexpired term. A Delegate who has been appointed to fill such a vacancy may be reappointed to a full term following the expiration of the partial term for which he or she was appointed.

Section 7. The Board may designate one or more subcommittees of the Board for such purpose or purposes as may be deemed advisable.

Section 8. The absence of any member of the Board for three consecutive Board meetings shall be deemed a resignation that the Board may but is not required to accept.

Article II

Meetings

Section 1. Regular meetings of the Board shall be held twice a year, in conjunction with the fall YAA Assembly and during the spring semester. Special meetings may be held at the call of the Chair. Notice of each meeting of the Board shall be given at least ten days in advance.

Section 2. One-half of the entire voting membership of the Board shall constitute a quorum for the transaction of business at any meeting. There shall be no provision for voting by proxy; only those members in attendance shall be able to vote on measures taken up by the Board, except as specified in Article V of the Constitution.

Section 3. Meetings of the Board shall be open to any member of the Association unless the Board agrees to a motion to go into executive session.

Article III

Officers and Duties

Section 1. The officers shall be a Chair, a Vice Chair, a Secretary, and a Treasurer.

Section 2. Subject to the Board, the Chair shall have supervision of the affairs of the Association and shall be its chief executive officer. The Vice Chair shall perform such duties as may be assigned by the Board or the Chair. The Secretary shall give due notice of all meetings of the Board and shall record the minutes of all such meetings. The Treasurer shall also keep an account as appropriate of any financial transactions of the Association and report thereon when required by the Board.

Section 3. The officers of the Association shall be elected at the Spring meeting from among those members of the Board who will have completed at least two years of service by June 30 following the Spring meeting, with the exception that the members of the Board specified in sections 3, 4 and 5 of article I of the By-Laws are not eligible for election as officers. The terms of office of the Chair and Vice Chair shall be two years and those of the other officers one year. Newly elected officers shall begin their terms on July 1 following their election.

Section 4. In the event a vacancy occurs in any office, the Board may elect one of its members qualified to be an officer to fill the unexpired term of that office. An officer who has been elected to fill such a vacancy may be re-elected to a full term following the expiration of the partial term for which he or she was elected.

Section 5. The Immediate Past Chair shall be a voting member of the Board and shall chair the Nominating Committee. The Immediate Past Chair shall serve in that capacity for a term of two years following the expiration of his or her term as Chair. In event that the most recent past Chair is unwilling or unable to serve, the Board may designate a prior past chair or other past member to fill this office.

Section 6. The Wilbur Cross Medal Selection Committee shall be convened each year to determine the awardees of the Wilbur Cross Medal. The Chair of the Association shall serve as Chair of the Committee. The Vice-Chair of the Association shall be a member of this committee. By the time of the spring meeting of the Board, the Chair shall designate an additional four current members of the Board as members of the Committee; the terms of these members on the Committee shall extend into the following year to serve on the Committee. The Dean and up to four members of the faculty of the Graduate School appointed by the Dean shall also serve on this committee.

Article IV

Nomination Process

The Nominating Committee shall be convened each year to name and present to the Board a slate of candidates for new YAA Delegates and for any Association officer positions that may be open in the following year. In January of each year, the Chair of the Board shall appoint to the Nominating Committee five members of the Board serving in their first or second years as YAA Delegates. The Immediate Past Chair of the Board shall serve as Chair of the Nominating Committee and shall convene the Nominating Committee as often as necessary in order to name and present a slate of candidates to the Board at its spring meeting. In conducting its business, the Nominating Committee shall be guided by a Resolution for this purpose that the Board adopts and may revise from time to time.

Article V

Amendment

These By-Laws may be amended by the affirmative vote of two-thirds of the members of the Board at any meeting at which there is a quorum as specified in Article II, Section 2, provided such proposed amendment is included in the notice of such meeting.