

Yale GRADUATE SCHOOL ALUMNI ASSOCIATION

CONSTITUTION

Article 1 Name & History

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

Founded in the spring of 1965 during the presidency of Kingman Brewster as the Graduate School Association, the Association’s original purpose was “to enlist the active support and cooperation of Graduate School alumni in achieving the highest possible standards in graduate education and to provide a mechanism for mutual communications between Yale and these alumni.”

Article 2 Mission

GSAA deepens connections among alumni, fosters stronger ties between current graduate students and alumni worldwide, supports the strategic goals of the Graduate School, and provides review and counsel to the Dean regarding the direction of alumni relations.

Article 3 Definition of “Alumni”

All alumni of the Yale Graduate School shall be members of the Association. The term “alumni,” including “alumnae,” “alumnus,” “alumna,” “alum,” or “alums” means any person or persons who have completed a semester in a degree-granting program of the School and such other categories of former students as the Graduate School Alumni Association Board may designate.

Article 4 Graduate School Alumni Association Board

Administration of the affairs of the Association shall be vested in the Graduate School Alumni Association Board (GSAAB), 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 5 Constitution Amendment Process

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 via an electronic system deemed to be appropriate by the GSAA Chair. 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 Dean of the Graduate School and the Executive Director of the Yale Alumni Association.

BY-LAWS

Article 1 Graduate School Alumni Association Board Composition

Section 1.1 Members and YAA Delegates

Part 1.1.1 Nomination and approval

Annually, during the Spring in-person meeting, the Nominating Committee shall propose a slate of candidates for approval by the Board to fill the positions on the Board allocated by the YAA (Yale Alumni Association) as Graduate School delegates to the YAA Assembly.

Board members concurrently serve as delegates to the YAA. The GSAA Board member role should be considered primary.

Part 1.1.2 Term of service

Each member serves a three-year term, starting on July 1 of the year of selection and ending on June 30 three years later.

Part 1.1.3 Term limits

Members can serve only one full three-year term.

After serving a full term, a member is eligible for re-election only after a three-year break from the end of their last term.

Section 1.2 Ex-Officio members

The Board shall also include as ex-officio, non-voting, members the Dean of the Graduate School, the Chair of the Graduate Student Assembly (GSA), and a member of the Alumni Relations staff designated by the Dean.

The Immediate Past Chair of the Board shall be a voting member.

All four members described in this section shall serve only during their terms of office.

Section 1.3 Former members serving as YAA Board of Governors

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

Section 1.4 Advisory Trustees

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 are expected to

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.

Article 2 Nominations

Section 2.1 Nominating Committee

The Nominating Committee shall be convened as outlined in Section 5.2 each year to name and present to the Board a slate of candidates for any Association positions that may be open in the following year.

Section 2.2 Absences from meetings

The absence of any member of the Board for three Board (in-person or virtual) meetings shall be deemed a resignation that the Board may (but is not required to) accept.

Section 2.3 Filling vacancies

If a vacancy occurs, the Nominating Committee will propose to the Board a candidate to fill the position at any regular or special meetings for the remainder of the unexpired term.

A member appointed to fill a vacancy may be reappointed for a full term after the partial term ends.

Article 3 Board Officers

Section 3.1 Roles

The officers will be a Chair, a Vice Chair, and up to three Executive Officers.

Section 3.2 Responsibilities

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 tasks of the Executive Officers will be determined by the Chair and Vice Chair.

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 the member's term as Chair. In the event that the most recent past Chair is unwilling or unable to serve, the current GSAA Chair may designate a prior past chair or other past member to fill this office.

Section 3.3 Election of officers

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 2, 3, and 4 of Article I of the By-Laws are not eligible for election as officers. Each spring, the sitting Chair and Vice Chair, in consultation with the Nominating Committee, are responsible for bringing forward a proposed slate of individuals to fill expiring leadership positions.

The terms of office of the Chair and Vice Chair shall be two years. The Executive Officers shall have one-year renewable terms. Newly elected officers shall begin their terms on July 1 following their election.

Section 3.4 Vacancy in officer role

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 the member was elected.

Article 4 Meetings

Section 4.1 In-person, virtual and special meetings

The board's regular in-person meetings shall be held twice a year, once each during the fall and spring semesters. Additional meetings may be held virtually throughout the year.

Board members are expected to participate in all in-person and virtual meetings, traveling to in-person meetings unless there are circumstances that prevent or limit travel.

Special meetings may be held at the call of the Chair or their designee. Notice of each meeting of the Board shall be given at least fourteen calendar days in advance.

Section 4.2 Quorum

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 (in-person or through a secure electronic system, which the Chair will deem appropriate) shall be able to vote on measures taken up by the Board, except as specified in Article V of the Constitution.

Section 4.3 Meetings are open to any member

Meetings of the Board shall be open to any member of the Association Board. If the Board goes into executive session, the meeting is open to voting members only.

Article 5 Committees

Section 5.1 Establishment of Committees and Task Forces

The GSAA Board will establish committees or task forces comprised of its members. Graduate School alumni who are not members of the GSAA Board may serve on committees, but committee chairs must be GSAA Board members.

Section 5.2 Nominating Committee

Each year, the Chair of the Board shall appoint to the Nominating Committee at least five members of the Board. 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.

Section 5.3 Wilbur Cross Medal Selection Committee

The Wilbur Cross Medal Selection Committee shall be convened each year by the Dean to determine the awardees of the Wilbur Cross Medal. The Chair and Vice Chair shall serve on the committee, and in consultation with the Dean, appoint four board members from across the disciplines for one-year renewable terms. The Dean appoints a comparable number of faculty members for the deliberations.

Article 6 Amendment to By-Laws

Section 6.1 Amendment process

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.

Section 6.2 Frequency of review

The Bylaws shall be reviewed biennially, but may be amended as needed. The review should be performed by the Chair, Vice Chair, and at least three voting Board members.

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