

## **CHANGES TO THE YSEA CONSTITUTION RECOMMENDED BY THE YSEA EXECUTIVE BOARD**

The YSEA Constitution and Bylaws originally were adopted in 1982. The Constitution defines the purposes and activities of YSEA, while the Bylaws define YSEA's routine operations, including our dues schedule, our committees, and our regional Districts.

Recognizing that YSEA has evolved considerably since the adoption of its Constitution forty years ago, the YSEA Executive Board asked the YSEA Bylaws Committee to identify areas where the YSEA Constitution could be updated to reflect current management practices and technological capabilities while staying true to YSEA's mission and purpose.

The Bylaws Committee proposed a series of changes, summarized as follows:

1. General changes to naming (Executive Board becomes Board of Directors, Association of Yale Alumni becomes Yale Alumni Association) and removal of gendered language.
2. Adopt "Yale Blue" as an official YSEA color for use in printed and electronic media.
3. Create a non-voting "Associate Membership" for individuals who desire to support YSEA's work and mission, but who are not otherwise eligible for membership, e.g., alumni spouses and non-faculty Yale staff.
4. Create an Executive Officers committee to manage routine, day-to-day YSEA operations.
5. Define a mechanism for managing resignations, suspensions, and removals of Members, Officers, and Directors in accordance with Connecticut state law.
6. Update YSEA's mechanisms for disbursing funds and prohibit Officer and Board Member compensation, excepting reimbursement of reasonable expenses.
7. Revise meeting and voting procedures, including realistic quorums and explicit authorization for electronic elections.

The YSEA Executive Board has reviewed the proposed changes, and the board recommends them for ratification by the General Membership.

For more information, you may download and review the following files from the [YSEA Website](#):

1. A list of the proposed changes to the YSEA Constitution, including the rationale for each change and the location of the change in the text of the Constitution.
2. A "redline" version of the proposed Constitution, highlighting every change as it appears in the text along with the previous version.
3. A "clean" copy of the proposed Constitution as it would appear after adoption.

If you choose to cast a vote, please do so by 12:00 AM US Eastern Time on September 15, 2022.

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**Question 1. Do you approve the changes to the YSEA Constitution as recommended by the YSEA Executive Board / Board of Directors?**

1. Yes.
2. No.
3. I would like to approve some, but not all, changes to the YSEA Constitution as recommended by the YSEA Executive Board / Board of Directors. (Continue to the following questions.)
4. Abstain.

**Question 2. Do you approve the recommended general changes to the YSEA Constitution & Bylaws?**

<b>Change</b>	<b>Rationale</b>	<b>Related Changes</b>	<b>Location of Changes</b>
<b>Rename the Executive Board to the Board of Directors.</b>	Eliminate confusion between “Executive Board” and “Executive Committee.” The Executive Board is the 30+ member group charged with overall governance of YSEA, while the Executive Committee is the group of approximately 4 officers charged with managing routine YSEA operations.	—	Replace all occurrences of “Executive Board” with “Board of Directors” throughout the Constitution and Bylaws.
<b>Replace gendered language with neutral language.</b>	To foster inclusivity, gendered language (e.g., he/him/his) appearing in the C&B is replaced with references to specific roles (e.g., President, Board Member) or other neutral terms.	—	All occurrences of gendered language are replaced with neutral terms throughout the Constitution and Bylaws.
<b>Replace all occurrences of Association of Yale Alumni and its abbreviation (AYA) with Yale Alumni Association and its abbreviation (YAA).</b>	This proposed change reflects the November 2018 decision of the Association of Yale Alumni to change its name to the Yale Alumni Association.	—	All occurrences of Association of Yale Alumni and its abbreviation (AYA) throughout the Constitution and Bylaws.

**Question 3. Do you approve the recommended adoption of “Yale Blue” as an official YSEA color for use in printed and electronic media?**

<b>Change</b>	<b>Rationale</b>	<b>Related Changes</b>	<b>Location of Changes</b>
<p><b>Adopt “Yale Blue” as an official YSEA color for use in printed and electronic media.</b></p>	<p>To underscore YSEA’s special relationship with Yale, YSEA will adopt “Yale Blue” as an official color that may be used for appropriate YSEA content.</p>	<p>Black is added as an alternative color for reproduction of the YSEA seal.</p> <p>Article I of the Constitution is retitled from “NAME” to “NAME AND IDENTITY”.</p>	<p>Article I, Sections 2 and 3.</p>

**Question 4. Do you approve the recommended creation of an Associate Member class and to require members of the Board of Directors to be YSEA Members in good standing?**

Change	Rationale	Related Changes	Location of Changes
<p><b>Create non-voting Associate Member class for individuals who desire to support the work and mission of the Association, e.g., alumni spouses and other individuals with legitimate YSEA affiliations.</b></p>	<p>The change provides a formal mechanism for individuals who are not Yale alumni but who have legitimate interest or connection to YSEA to become affiliated with YSEA. Examples include the spouses of alumni, parents of alumni/students, YSEA Science Fair medalists, and local community members with an interest in STEM.</p> <p>The non-voting Associate Member class creates an official means of recognition and support without diluting the role of voting members.</p>	<p>The use of “regular members” is introduced to distinguish the traditional “Member” class from the use of “members” to refer to <i>all</i> member classes collectively.</p> <p>Associate Member annual dues are set at \$100.</p> <p>The authority of the Board of Directors to select Honorary Members and to reject any membership application had been assumed, but now it is stated explicitly.</p>	<p>Article IV, Sections 1, 2, 3, 8, 10, 11, 12.</p> <p>Bylaw II, Section 6.</p>
<p><b>Require members of the Board of Directors to be members in good standing of YSEA.</b></p>	<p>Members of the Board of Directors should satisfy all requirements for YSEA membership before engaging in the governance of the organization.</p>	<p>—</p>	<p>Article VII, Section 1.</p>

**Question 5. Do you approve the recommended creation of an operations-focused “Executive Officers” committee?**

<b>Change</b>	<b>Rationale</b>	<b>Related Changes</b>	<b>Location of Changes</b>
<p><b>Create a committee of Executive Officers to manage routine YSEA operations.</b></p>	<p>To maintain timely, steady YSEA operations between meetings of the Board of Directors and to capitalize on new opportunities as they arise, an Executive Committee that meets frequently is established and authorized to act within parameters specified by the Board of Directors.</p>	<p>—</p>	<p>Article V, Section 1 defines the Executive Officers as the President, Executive Vice President, Secretary, and Treasurer.</p> <p>Bylaw IV, Section 1e defines the role of Executive Committee to ensure efficient, responsive management of YSEA’s operations and to refer issues to the Board of Directors for review as appropriate.</p>

**Question 6. Do you approve the recommended mechanism for managing resignations, suspensions, and removals of Members, Officers, and Directors?**

Change	Rationale	Related Changes	Location of Changes
<p><b>Create formal mechanisms for managing resignations, suspensions, and removals of Members, Officers, and Directors.</b></p>	<p>Occasionally, it has been necessary for YSEA to accept resignations or to suspend or remove YSEA members, officers, and directors. However, no regular, written procedure for managing these processes has been in place. Procedures for accomplishing these tasks are recommended based on the language of the relevant clauses of the Connecticut Revised Nonstock Corporation Act (General Statutes of Connecticut, Title 33, Chapter 602).</p>	<p>—</p>	<p>Article IV, Section 12—Board of Directors may terminate active memberships and reject membership applications for reasonable cause.</p> <p>Article VI, Section 6 and Article VII, Section 6—President or Board of Directors may accept resignations of officers and board members.</p> <p>Article VI, Section 7 and Article VII, Section 7—An officer or board member may be suspended with or without cause by unanimous consent of disinterested Executive Officers, pending further action by the Board of Directors, and an officer may be removed at any time with or without cause by the Board of Directors.</p> <p>Article VII, Section 7—An at-large member of the Board of Directors may be removed with or without cause by voting members of the Association and that an at-large member of the Board of Directors may be removed only at a meeting called for that purpose.</p> <p>Article VII, Section 8—YAA delegates and other volunteer roles may be suspended or removed at any time with or without cause by the President of the Association or by the Board of Directors.</p>

**Question 7. Do you approve the recommended changes to YSEA mechanisms for disbursing funds?**

<b>Change</b>	<b>Rationale</b>	<b>Related Changes</b>	<b>Location of Changes</b>
<b>Prohibit Officer and Board Member compensation, excepting reimbursement of reasonable expenses.</b>	To minimize potential conflicts of interest, officers and board members should be prohibited from receiving financial compensation, aside from reimbursement of reasonable expenses incurred on behalf of YSEA.	—	Article V, Section 6 (Officers).  Article VII, Section 9 (Board Members).
<b>Disburse funds based on policies set by the Board of Directors.</b>	The Constitution currently requires a presidential countersignature on <i>all</i> transactions, regardless of size, placing an unnecessary burden on routine operations. The proposed change requires disbursements to occur according to procedures defined the Board of Directors, rather than placing the procedures directly in the Constitution. For example, to facilitate efficient operations, the Board of Directors has allowed routine, low value disbursements without requiring countersignature, and it may choose to implement countersignature or other approval requirements at specific thresholds as circumstances require.	—	Article VI, Section 5.
<b>Authorize the Grants and Awards Committees to approve grants and awards according to policies specified by the Board of Directors.</b>	To improve operational efficiency, especially with a rolling grants and awards schedule, the Grants and Awards Committees are authorized to issue grants and awards according to policies determined by the Board of Directors. For example, the Board of Directors may choose to authorize the committees to issue small awards that are below a particular monetary threshold and within budget without requiring additional full Board approval.	—	Article XII, Section 5

**Question 8. Do you approve the recommended changes to YSEA meeting and voting procedures?**

<b>Change</b>	<b>Rationale</b>	<b>Related Changes</b>	<b>Location of Changes</b>
<b>Authorize electronic balloting.</b>	YSEA has used printed and electronic ballots for many years. The proposed change explicitly authorizes electronic balloting.		Article V, Section 2.
<b>Each District is entitled to a single vote on the Board of Directors, regardless of the number of Vice Presidents representing that District.</b>	YSEA allows Districts to be represented by optional co-District Vice Presidents. To ensure that all districts carry equal weight in decisions of the Board of Directors, each District should be eligible to cast one vote on matters before the Board, regardless of the number of Vice Presidents representing that District.		Article VI, Section 5.
<b>Special Meetings of the General Membership may be called by seven members of the Board of Directors.</b>	The Constitution currently allows Special Meetings of the General Membership to be called by the President or by 25 YSEA members. The addition of a third method, involving a reasonable portion of the Board of Directors, provides a simpler option for calling Special Meetings in the absence of the President.		Article VII, Section 2.
<b>Set the minimum quorum size for General and Special Meetings of the Association to the larger of fifteen voting members or 1/20th of the voting membership of YSEA.</b>	The current quorum for General and Special Meetings is 1/20th of the voting membership of YSEA. Using this formula, a quorum for a general membership meeting sometimes can be approximately the same as a quorum for a meeting of the Board of Directors. Given the significantly greater powers available at meetings of the general membership than at meetings of the Board of Directors, e.g., the ability to amend the YSEA Constitution, a higher quorum for meetings of the general membership should be required than for meetings of the Board of Directors.		Article VII, Section 4.

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