

The Yale Club of Boston

Established 1866

By-Laws

Article I—Name

The name of the corporation shall be The Yale Club of Boston (the “Corporation”).

Article II—Purposes

The purpose of the Corporation is to engage in the following business activities:

The Corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future tax code.

The Corporation is organized to foster a continuing educational and philanthropic relationship between Yale alumni in eastern Massachusetts and the University, its students, and faculty; to encourage students from eastern Massachusetts to attend Yale University; to provide programs for the continuing education of Yale alumni; to facilitate the meeting of Yale alumni with one another; to encourage Yale alumni to make contributions to public service; and generally to enhance the reputation of Yale University in eastern Massachusetts.

Article III—Members

Section 1: Membership

The members of the Corporation shall consist of Honorary Members and Regular Members.

Honorary Members shall be all persons who may be elected (a) by unanimous vote of the Board of Directors or (b) by two-thirds vote of the members entitled to vote at any meeting of the members, present in person or represented by proxy.

Regular Members shall be persons who hold Yale degrees, who have been students or faculty members in any department or school of Yale University, or who are parents of Yale undergraduate or graduate students or of Yale degree holders, and who shall have complied with such additional requirements as the Board of Directors may establish from time to time.

Section 2: Contributions

All members are encouraged to contribute annually to support the activities of the Corporation.

Section 3: Meetings

The annual meeting of members shall be held on such date as set by the Board of Directors at such place within the Commonwealth of Massachusetts as the Board of Directors may designate. At the annual meeting any business may be transacted whether or not the notice of such meeting shall have contained a reference thereto. Special meetings of members may be called by the President or by the Board of Directors and shall be called by the President or, in the case of death, absence, incapacity, or refusal of the President, upon written application of twenty-five members of the Corporation. At any special meeting, only business to which a reference shall have been contained in the notice of such meeting may be transacted.

Section 4: Notice of Meetings

Written or printed notice of each meeting of members, stating the place, date, hour, and purposes of the meeting, shall be given by the President or other officer calling the meeting at least ten days, but not more than thirty days, before the meeting to each member by electronic means such as e-mail or on the Yale Boston website. No notice need be given to any member if he or she waives such notice before or after the meeting, or attends the meeting.

Section 5: Quorum

At all meetings of members, fifteen members present in person or represented by proxy at the meeting, or a majority of all the members of the Corporation, whichever is less, shall constitute a quorum. The members present at a duly organized meeting may continue to transact business until adjournment notwithstanding the withdrawal of one or more members so as to leave less than a quorum.

Section 6: Voting

At all meetings of members, each member of the Corporation shall be entitled to one vote. Any member who may vote may do so in person or by proxy dated not more than six months prior to the meeting and filed with the President. Except as otherwise provided by law or these By-Laws, at all meetings of members all questions shall be determined by a majority vote of such members entitled to vote, present in person or represented by proxy.

Article IV—Dissolution

Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the country in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Article V—Directors

Section 1: Powers

The affairs of the Corporation shall be managed by a Board of Directors who may exercise all the powers of the Corporation.

Section 2: Composition and Terms of Office

The Board of Directors shall consist not fewer than twelve (12) and not more than eighteen (18) persons, including the officers of the Corporation and the delegates of the Corporation to the Association of Yale Alumni (AYA) of Yale University. The several Alumni Schools Committee chairs, chairs of related Graduate and Professional School Alumni organizations, chairs of shared interest groups, and any member of the Corporation who is a regular member of the Board of Governors of the AYA or is an AYA officer shall be invited to serve as board members *ex officio*.

The classes of directors to be specifically elected shall be elected at the annual meeting of the members or at a special meeting in lieu thereof and shall hold office until the next annual meeting or special meeting in lieu thereof.

Board Directorships shall be divided as evenly as possible into three classes of not more than six (6) Directorships in any class; each Director will be assigned to a specific class upon his or her nomination and election.

The term of office of each Director shall be three (3) years, or until his or her successor is elected and qualified, provided however that, except as set forth in the succeeding sentence, no Director may serve for more than nine (9) successive years. The President and the Vice President of the Corporation may continue to serve as Directors during such period as they hold any of those specific offices (but only if their respective term in such office began during service as a Director within such nine-consecutive-year term) and for a period of one year thereafter, even though such continuance results in consecutive service in excess of nine years. A former Director who has not served on the Board for at least one full year shall be eligible for election as fully as any other Member of the Corporation. An exception to the limitations of term may be made by a vote of the Leadership Committee.

At each Annual Meeting of the Corporation, a class of up to six (6) Directors, together with vacancies then or previously existing in other classes, shall be elected, by voice vote or ballot, to succeed the class whose term then expires and to fill such vacancies, if any. Each Member in attendance in person or by proxy shall be entitled to cast one vote for each open Directorship. The eligible candidates having the highest number of votes shall be elected.

The Board may fill vacancies occurring otherwise than by expiration of term, but any Directors so elected may serve only until the next Annual Meeting of the Members. An exception to this limitation of term may be made by a vote of the Leadership Committee.

Nominations

At least 90 days before each Annual Meeting of the Members, the Board shall appoint a Leadership Committee of not fewer than three (3) Directors; the entire committee shall nominate candidates for the Board. The Directors sitting on the Leadership Committee, acting separately, shall nominate candidates for each Officer position. The names of such Board and Officer candidates shall be communicated electronically by the President to the Membership at least 30 days before the election.

Notice of Board vacancies and the names of the Leadership Committee members shall be given electronically to the membership at the time of the committee's formation. Any Member may submit for consideration by the Leadership Committee, candidates for nomination to the Board, and the names of all such candidates shall be given to the President and communicated electronically by him or her to the Leadership Committee members at least 15 days before the election.

Section 3: Meetings

Meetings of the Board of Directors may be held upon notice at any time and at any place upon the call of the President and shall be called by the President or the Secretary or, in case of the death, absence, incapacity or refusal of the President or Secretary, by any other officer, or by written application of two directors, stating the purposes of the meeting. The President may invite as a guest to any meeting any person he or she considers appropriate.

Section 4: Notice of Meetings

Notice of meetings of the Board of Directors shall be given in person, by telephone, or by electronic means such as email to each director by the President, the Secretary, or other officer calling the meeting, at least two days prior to such meeting. No notice need be given to any director if he or she waives such notice before or after the meeting or attends the meeting. No notice of adjourned meetings of the Board of Directors need be given.

Section 5: Quorum

At all meetings of the Board of Directors, a majority of the directors then in office, but in no event less than four directors, shall constitute a quorum. If a quorum is not present, those present may adjourn the meeting from time to time until a quorum is obtained. At any adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted if the meeting had been held as originally called.

Section 6: Voting

At any meeting of directors, the vote of a majority of those present shall decide any matter except as otherwise provided by law or these By-Laws.

Section 7: Action Without Meeting

Any action which may be taken at any meeting of the Board of Directors may be taken without a meeting if all the directors consent to the action by a writing filed with the records of the meetings of the directors. Such consent shall be treated as a vote for all purposes.

Section 8: Resignation

Any director may resign by giving written notice to the President. Such resignation shall take effect at the time or upon the event specified therein or, if none is specified, upon receipt. Unless otherwise specified in the resignation, its acceptance shall not be necessary to make it effective. If any director shall have failed, without excuse, to attend three consecutive meetings of the Board of Directors, he or she shall be deemed to have resigned from the Board of Directors.

Section 9: Removal

A director may be removed from office by vote of two-thirds of the members present in person or represented by proxy at a meeting or by a two-thirds vote of the directors then in office. A director may be removed only after reasonable notice and opportunity to be heard before the body proposing to remove him or her.

Section 10: Vacancies

The Board of Directors, by majority vote, may fill any vacancy on the Board of Directors and may exercise the powers of the entire Board until the vacancy is filled.

Article VI—Officers

Section 1: Officers

The officers of the Corporation shall consist of a President, one or more Vice Presidents, a Treasurer, an Assistant Treasurer, a Secretary, and an Assistant Secretary and any other officers such as the Board of Directors may designate from time to time at its discretion. Any officer may be required to give a bond for the faithful performance of his or her duties in such form and with such sureties as the directors may determine.

Section 2: Election and Term of Office

Except as provided in Section 9 of this Article VI, the officers shall be elected at the annual meeting of the members or at a special meeting in lieu of the annual meeting and shall hold office for one year, until the next annual meeting of the members or until their successors are elected or qualified.

While all of the Officers will serve annual terms in office, as described in this Article, it is expected that the President will normally serve at least two consecutive terms. The Board may at any time elect such other officer or officers as may be deemed expedient, each for a term of up to one year coincident with the term of the current President, and any such officer shall perform the duties assigned by the Board.

Section 3: President

The President shall be the chief executive officer of the Corporation. He or she shall preside at all meetings of the Board of Directors and of members and, under the supervision of the Board of Directors, shall have the general control and management of the Corporation's affairs.

Section 4: Vice President

The Vice President shall perform such of the duties of the President on behalf of the Corporation as may be respectively assigned to him or her from time to time by the Board of Directors or the President. The Vice President may assume the duties of the President at the end of the President's two-year term.

Section 5: Treasurer and Assistant Treasurer

The Treasurer shall be the principal financial and accounting officer of the Corporation. He or she shall have custody and control over all funds and securities of the Corporation, maintain full and adequate accounts of all funds received and paid by him or her on

account of the Corporation, and, subject to the control of the Board of Directors, discharge all duties incident to the office of Treasurer. Any Assistant Treasurer shall perform such of the duties of the Treasurer and such other duties as the Board of Directors, the President or the Treasurer may designate. The Treasurer shall have authority, in connection with the normal business of the Corporation, to sign contracts, bids, bonds, powers of attorney and other documents when required.

Section 6: Secretary and Assistant Secretary

The Secretary shall be the principal recording officer of the Corporation. He or she shall record all proceedings of the members and the Board of Directors and discharge all duties incident to the office of Secretary. The Assistant Secretary shall perform such of the duties of the Secretary and such other duties as the Board of Directors, the President, or the Secretary may designate. In the absence of the Secretary or the Assistant Secretary from any meeting of members or the Board of Directors, a Temporary Secretary designated by the person presiding at the meeting shall perform the duties of the Secretary. The Secretary shall be a resident of the Commonwealth of Massachusetts and shall serve as clerk of the Corporation when appropriate.

Section 7: Resignation

Any officer may resign by giving written notice to the President or Secretary. Such resignation shall take effect at the time or upon the event specified therein or, if none is specified, upon receipt. Unless otherwise specified in the resignation, its acceptance shall not be necessary to make it effective.

Section 8: Removal

An officer may be removed from office, after reasonable notice and opportunity to be heard, by vote of two-thirds of the directors then in office.

Section 9: Vacancies

The Board of Directors may fill any vacancy occurring in any office.

Article VII—Leadership Committee

Section 1: Number, Election, and Term of Office

Nominations for officers and directorships and subsequent elections shall be effected by members of the Leadership Committee, which shall comprise not fewer than three (3) Directors.

Section 2: Nominations

At least 90 days before each Annual Meeting of the Members, the President shall direct the Leadership Committee, to nominate candidates for the Board and its Officers. The names of such Board and Officer candidates shall be communicated electronically by the President to the Membership at least 30 days before the election.

Notice of Board vacancies and the names and email addresses of the Leadership committee members shall be given electronically to the membership at the time of the committee's formation. The same message shall be posted on the Corporation's website.

Any Member may submit, for consideration by the Leadership Committee, candidates for nomination to the Board, and the names of all such candidates shall be given to the President and communicated electronically by him or her to the Leadership Committee at least 15 days before the election.

Section 3: Rules

The Leadership Committee, by majority vote of the entire Committee, may make rules for the conduct of its business, including the number of candidates presented for election at the annual meeting.

Section 4: Function

One function of the Leadership Committee shall be to nominate persons to serve as directors and officers of the Corporation. In discharging this function, the Leadership Committee shall seek to nominate as directors persons of varying ages, religious and ethnic backgrounds, gender, sexual orientation, communities of residence, occupations, and interests, and shall endeavor to obtain recommendations from a representative sampling of the members of the Corporation.

Section 5: Report

The report of the Leadership Committee shall be given the members not later than ten days before the annual meeting of members or a special meeting in lieu thereof in accordance with the procedures set forth in Article III, Section 4 of these By-Laws.

Article VIII—Committees

The President or the Board of Directors may cause to be constituted such committees as may be considered appropriate. The President may appoint the chair of each of the committees and may appoint, or delegate to the chair the power to appoint, the remaining members thereof. The Board of Directors, however, shall have the power at any time to discharge any committee.

Article IX—Conflict of Interest

No contract or other transaction of the Corporation shall, in the absence of fraud, be affected or invalidated by the fact that any director or officer of the Corporation or any corporation, firm, or association of which he or she may be a director, officer, or member may be a party to or may have an interest, pecuniary or otherwise, in any such contract or other transaction, provided that the nature and extent of his or her interest was disclosed to, or acknowledged by, the Board of Directors before acting on such contract or other transaction. Any director of the Corporation who is also a director, officer, or member of any corporation, firm, or association with which the Corporation proposes to contract or transact any business, or who has an interest, pecuniary or otherwise, in any such contract or other transaction, may not be counted in determining the existence of a quorum at any meeting of the Board of Directors which shall authorize any such contract or such transaction. Any such contract or transaction may be authorized or approved by a majority of the directors then in office and qualified to vote on such matters.

Article X—Indemnity

The Corporation shall indemnify each director and officer against all judgments, fines, settlement payments, and expenses, including reasonable attorneys' fees, paid or incurred in connection with any claim, action, suit, or proceeding, civil or criminal, to which he or she may be made a party or with which he or she may be threatened by reason of his or her being or having been a director or officer of the Corporation, or by reason of any action or omission by him or her in such capacity, whether or not he or she continues to be a director or officer at the time of incurring such expenses or at the time the indemnification is made. No indemnification shall be made hereunder (a) with respect to payments and expenses incurred in relation to matters as to which he or she shall be finally adjudged in such action, suit, or proceeding not to have acted in good faith and in the reasonable belief that his or her action was in the best interests of the Corporation, or (b) if otherwise prohibited by law. The foregoing right of indemnification shall not be exclusive of other rights to which any director or officer may otherwise be entitled and shall inure to the benefit of the executor or administrator of the estate of such director or officer.

Article XI—Fiscal Year

The fiscal year of the Corporation shall begin July 1 and shall end June 30.

Article XII—Amendments

These By-Laws may be amended, added to, or replaced, in whole or in part, (a) by vote of two thirds of the members present or represented by proxy at a meeting or of a majority of all the members of the Corporation, whichever is less, provided that the substance of the proposed amendment is stated in the notice of the meeting, or (b) by vote of a majority of the directors then in office, except that no amendment may be made by the Board of Directors on matters reserved to the members by law or the Certificate of Organization or which changes the provisions of these By-Laws relating to meetings of members, to the removal of directors, or to the requirements for amendment of these By-Laws. Notice of any amendment, addition, or repeal of any By-Law by the directors stating the substance of such action shall be given to all members not later than the time when notice is given of the meeting of members next following such action by the Board.

Any By-Law adopted by the directors may be amended or repealed by the members.

*Revised August 12, 1993. Amended April 1, 1994, and June 3, 2003. Revised March 18, 2010. Amended June 11, 2015. Amended [April [*]], 2016.*