

Stuyvesant High School Alumni Association
Board of Directors Meeting,
Held in the Principal's conference room, #107 at 345 Chambers St., New York, NY
February 3, 2016 Minutes Final

Directors Present: Shakil Ahmed '98, Christina Alfonso '01, Dan Egers '03, Felix Freshwater '64, Carl Hendricks '75, YanJie Hou '06, Jukay Hsu '02, Soo Kim '93, Beth Knobel '80, Vanessa Liu '92, Harry Malakoff '62, Serphin Maltese '51, Bart Schwartz '64, Eleonora Srugo '04

Trustees Present: Jeff Kestler '64

Staff Present: Lisa Tepperberg '88, Josh Ralske, Evelyn Krejci '76

Guests: several on phone

7:05 pm Mr. Kim called the meeting to order.

12 Directors and 1 Trustee (Requirements to pass the 2nd vote to pass the amendment to the by-laws.

Mr. Kim explained the necessary requirements of attendees at this meeting for vote to pass. We require 2/3 of currently seated Board. Our Board has 18 directors therefore we must have at least 12 present to hold the vote and we do.

He went on to say we have a majority motion from the January meeting to amend the bylaws as stated in that meeting, which is in tonight's packet. That is the motion in question.

He asked if anyone had questions as to which one we are voting.

There was some clarification needed due to extra items in packet summary. Mr. Kim read the original proposal and assigned numbers.

7:08 pm Mr. Ahmed, Ms. Liu joined the call, 14 directors, 1 trustee

He said there were 8 items in the original proposal. The reason why #7 was not moved is because people didn't feel a need to delineate a standing Employment Committee (can be constructed at any time doesn't need to be in the by-laws).

Remanded back to the committee for language.

→ **Motion:** Mr. Kim To move proposed Bylaws changes, Items 1, 2, 3, 5, 6, 8 from the original Jan 12th email in this subsequent meeting.

He indicated we should approve in this 2nd meeting the amendments to the Bylaws as original stated before making other modifications

Second: Mr. Freshwater unanimous

Since there are 14 Directors we meet the 2/3 requirements for the 2nd meeting vote. Mr. Kim thanked the Governance Committee for their work.

Mr. Kim said our next order of business is a proposed Bylaws change for Nomination By Petition.

Mr. Egers said we are working really hard to upgrade the Board, its members and our operations. Part and parcel of that is making sure that the Board is more open and democratic while not undermining the important role of the Governance and Nominating Committee of ensuring we have the best possible people serving on the Board. What the amendment does NOT change the current process of nominations it adds a second process. This second process provides a means for an otherwise qualified member of the association, who is not nominated by the committee, to petition to be on the ballot for election.

He went on to say there are 3 standards that must be met:

- (1) The candidate who wants to be nominated has to be an alumni member (dues paying) for at least one year immediately prior. (Someone new to the association can't pay their dues and petition to be on the Board in the next election).
- (2) The person must have served on a committee for one year within the preceding three years (demonstrated commitment to the board)
- (3) They must otherwise be eligible to serve as a Director in accordance with these Bylaws (doesn't change other provisions of the by-laws).

That's what a potential nominee has to satisfy in order to be eligible for nomination by petition.

Additionally, in order to be nominated, the person would need to gather the signatures of at least 50 alumni members or 5% of the total alumni members as of the end of the immediately preceding fiscal year, whichever is less.

Ms. Srugo asked if by alumni members it is meant dues paying? Mr. Egers said that is the definition of alumni members. Mr. Barasch made a point that there is no way they can figure out who is actually a paid member.

Ms. Srugo asked how are we measuring committee involvement? She just doesn't know that we really have the capability to say who has been on a committee and has been active for a year. We've had a lot of people start and drop off.

Mr. Kim commented the Executive or Governance committees would ultimately vet the requirements for candidacy.

Ms. Knobel asked to what extent would these people be allowed to take part in the Facebook group and advertise that they're looking for signatures? She added should this pass in two meetings we should put something in writing on procedures so people will understand.

Ms. Krejci asked if there would be a due date for petition submission? Mr. Kim replied that would be part of the execution of the amendment. Some sort of validation committee set things like deadlines, and so on. Mr. Freshwater said it's the membership committee.

Mr. Maltese suggested someone make the motion, see if it gets a second, and then continue discussion. He wants to refer to the 5% ratio, that's a good percentage as it is the same used in the general primaries.

→ **Motion:** Mr. Egers To Amend the Bylaws Article IV, Sections 3 Nominating Procedure as follows.

Section 3 will now be named Nominating and Election Procedures.

Current content will be retitled subsection (a).

New subsection (b) will be added, reading as follows.

(b) Notwithstanding the foregoing, candidates for Director may be nominated by petition. Candidates nominated by petition must:

(i) be Alumni Members at the time of nomination and for at least one year immediately prior thereto;

(ii) have served on a committee of the Association for at least one year within the preceding three years;
and

(iii) be eligible to serve as Director in accordance with these Bylaws.

Candidates may be nominated by the submission of one or more petitions signed by at least 50 Alumni Members or 5% of the total Alumni Members as of the end of the immediately preceding fiscal year, whichever is less. Not more than five (5) of the requisite number of signatures may be from members of the same graduating class, and no more than one candidate may be designated on a single petition. Nominating petitions shall contain such information and be filed with the Association by such date as the Governance and Nominations Committee shall determine. Upon verification by the Membership Committee that such petitions contain the requisite number of Alumni Member signatures and comply with the provisions of this Section, the candidates so nominated by petition shall be candidates for Director in the ensuing general election.

Second: Mr. Freshwater 12 in favor, 1 opposed, 1 abstain

Following discussion took place after motion but prior to vote.

Mr. Kim asked, was this a unanimous vote by the committee? Mr. Hsu said yes.

Mr. Kim asked what do we do if we have more candidates than spots? Mr. Hsu replied, Governance continues to make the slate and these candidates would be additional on the slate and the alumni members that are voting would select among them.

Mr. Kim asked do you consider popularity non-vetting morally suitable? Mr. Egers replied we tried to weigh the competing concerns of maintaining our traditional role in vetting candidates, but writing into this amendment certain qualifications. If they have a demonstrated commitment to the organization they should have the moral turpitude and standing as a director. We tried to keep a balance. As a worst case scenario the Board can take action to correct it.

Mr. Kim, so the safety mechanism is the Board's ability to remove Directors. He went on to say, the requirement of 50 alumni members should take care of expelling, felons. Have the right to determine who its members are even if they brought a court action. Mr. Kim said popular support in and of itself is a qualifier. This is a very fundamental change - not saying that he supports or does not support. Most boards—whether corporate, political, non-profit—guard the ability to choose their own successors, maintain a sense of inertia. Reluctant to use the term but his allows for more direct democracy. Just want to make sure that people understand.

Mr. Freshwater added there is another aspect to why we need the petition. Someone who has served a 1st term but they missed the deadline to be nominated due to circumstances; this gives them the opportunity to do it by the petition route.

Mr. Kim stated this is the first vote on this Bylaws amendment that would allow nomination by petition route to become a nominee for the Board election. At our next meeting we will require a 2/3 majority of the current seated Board be present for a second vote on this amendment.

Next item is review and approval of January meeting minutes that are in the packet.

→ **Motion:** Mr. Freshwater To approve the January 6, 2016 meeting minutes.

Second: Ms. Knobel unanimous

Mr. Schwartz left the call

Ms. Tepperberg updated everyone on the SING! Challenge match. She said we are closing the gap.

Mr. Kim said he would like to make sure we match the full amount so offered to donate final amount if necessary.

Ms. Hou said crowdsourcing and fundraising it is important for donors to know how close we are, it is a huge step to getting them to give more.

It was suggested to put an announcement on Facebook.

Ms. Srugo said this is such a huge deal, not only did we save SING but the Student Reunion budget relies on SING! for funds.

She suggested we use this to push and raise more money.

Mr. Egers pointed out that this SING allocation needs to be approved by the Board.

→ **Motion:** Mr. Egers To approve giving SING \$10K Allocations Request - from the general fund.

Second: Mr. Freshwater 12 in favor, 1 abstain

Respectfully submitted,

Christina Alfonso & Evelyn Krejci '76

Recording Secretary & Director Membership & Communication