I. NAME. The name of this Organization shall be Alumni Association, Yale School of Forestry & Environmental Studies (“Alumni Association”).

II. PURPOSE. The purpose of the Alumni Association is to promote the interests of the Yale School of Forestry & Environmental Studies (“School”) by taking actions and undertaking activities that build goodwill and strengthen communication among the School, its alumni, and current students and by encouraging awareness, participation, volunteer involvement, and philanthropic commitment to the School.

III. MEMBERSHIP. Membership in this Alumni Association shall include all persons of good standing who have been enrolled in a graduate level program at the Yale School of Forestry & Environmental Studies for at least one semester, exclusive of any summer terms.

IV. BOARD OF DIRECTORS. The Board of Directors (“Board”) shall establish the objectives and policies of the Alumni Association and otherwise further the purposes of the Alumni Association.

   A. COMPOSITION OF THE BOARD. The Board of Directors shall consist of fifteen (15) to twenty-five (25) qualified members of the Alumni Association and may be elected by the members of the Alumni Association or appointed by the Board where a mid-term vacancy is being filled. The Board may also provide for Ex-officio Directors as described herein.

   B. TERMS. Directors will each serve one three-year term, with an option to serve a second three-year term subject to approval by the President after consultation with the Officers. Directors may serve no more than two consecutive three-year terms, but may serve for additional terms after a break in service of at least one year.

   C. VACANCIES. In the event of the resignation or removal of a Director, mid-term vacancies on the Board may be filled by appointment. The appointed Director shall serve for the remainder of the term for the vacated Board position. Where the vacated Board position is filled during the first three-year term, the appointed Director may serve for a second three-year term subject to approval by the
President after consultation with the Officers. Appointed Directors shall be nominated by the President and approved by a majority vote of the Board.

D. REMOVAL OF DIRECTORS. Upon motion by the President, any Director may be removed with or without cause, at any time, by a vote of three-quarters of the Directors participating in a regularly scheduled Board meeting where a quorum is present; provided such Director has received written notice of the President’s intent to offer such motion at least 30 days in advance of the scheduled Board meeting.

E. EX-OFFICIO DIRECTORS. Ex-officio Directors have all the rights of elected or appointed Directors but are in addition to the total number of Directors allowed and are not counted in calculating the quorum and in determining whether a quorum is present at a meeting. Ex-officio Directors on the Board shall include the Director of Development and Alumni Services and the Dean of the School or the Dean's designee. The following Ex-officio Directors may be appointed by the President of the Alumni Association in consultation with the Board and the School Office of Development and Alumni Services (“Alumni Office”): Association of Yale Alumni (“AYA”) Delegates appointed by the President and who are not sitting Directors, a representative from the School faculty and a representative from the School staff who are members of the Alumni Association, a 1st year Masters student, a 2nd year Masters student, and a Doctoral student. Each student may serve as an Ex-officio Director while a registered student in good standing at the School.

V. OFFICERS. The Officers of the Alumni Association include the President, Vice-President, and Secretary. Officers shall be Directors but shall not include Ex-officio Directors.

A. PRESIDENT. In addition to all other responsibilities and authorities contained in these Bylaws, the President shall preside at all meetings of the Alumni Association and at full meetings of its Board of Directors, and shall serve as the nominal representative of the Alumni Association at appropriate Yale University functions. The President shall serve as the Association’s principal contact with the School or the School's designee. The President shall enforce these Bylaws, and oversee all activities and projects of the Association. In cooperation with the Secretary, the President shall maintain communications with the AYA and shall be responsible for handling requests for action from the AYA.

B. VICE-PRESIDENT. The Vice-President shall assist the President in the conduct of Alumni Association business, and will perform the duties of the President in the event of the President’s absence or disability.

C. SECRETARY. The Secretary shall record and distribute minutes for all meetings of the Board and carry out communications with the Alumni Association as
directed by the President. The Board may delegate these duties to other Board members, as appropriate.

D. SUCCESSION. In the absence or disability of the President, the Vice President shall have the powers and perform the duties of the President. In the absence or disability of the President and the Vice President, the Secretary shall have the powers and perform the duties of the President. Should the President, Vice-President, and Secretary resign, or be unable or unwilling to discharge their duties so that there is no sitting Officer, the Board may by a majority vote elect a new slate of Officers at an emergency meeting called with at least three days written notice.

VI. COMMITTEES.

A. EXECUTIVE COMMITTEE. The Board shall elect an Executive Committee consisting of five Directors including the President, Vice President, Secretary, and two Directors-at-large. The President shall serve as the Chair of the Executive Committee. Between meetings of the Board, the Executive Committee shall have, and may exercise, all the authority of the Board, except as otherwise required by law, these Bylaws, or resolution of the Board. Any action taken by the Executive Committee between meetings of the Board shall be reported to and ratified by the full Board at its next meeting.

B. STANDING COMMITTEES. In addition to the Executive Committee, standing committees shall include a Nominating Committee and any other committee established by the President in consultation with the Executive Committee. The Nominating Committee shall consist of an odd number of Directors, but no less than three nor more than seven. The President, in consultation with the Executive Committee, shall appoint Board Directors to serve on the standing committees. Such appointments are subject to the appointing President’s term. In addition, the President may create and appoint Directors and Alumni Association members to any ad hoc, working, or other type of committee in order to examine or facilitate a specific charter. Non-chair positions on such ad hoc committees may come from the Alumni Association at large.

VII. MEETINGS.

A. BOARD MEETINGS. Meetings of the Board of Directors shall be held at least once every academic term on the Yale University campus. The time and place of these meetings shall be determined by the President in consultation with the School's Alumni Office and the Board. On-campus meetings and all other meetings of the Board must be scheduled at least two months in advance, though meeting schedules may be changed at any time with the approval of a majority of the Directors. Each Director is expected to attend at least one of the
two on-campus meetings each year. Unless otherwise arranged in advance, physical presence shall constitute attendance.

B. ELECTRONIC PARTICIPATION. Directors and others may participate in a meeting of the Board of Directors, or any of its committees, by means of a conference telephone or similar communications equipment. Regular Board meetings may be held electronically and business may be conducted provided a quorum is present.

VIII. ELECTIONS.

A. BOARD OF DIRECTORS. The Nominating Committee shall annually solicit and prepare a slate of candidates from the Alumni Association membership for election to fill vacant positions on the Board. The Nominating Committee shall then bring its proposed slate of candidates to the full Board for consideration. The Board will approve or reject by a majority vote each proposed nominee for the slate of candidates. The slate of candidates approved by the Board will be submitted by the Secretary to all members of the Alumni Association for election by ballot. Voting shall close within forty-five days of publication or by August 1st, whichever is earlier.

B. OFFICERS AND DIRECTORS-AT-LARGE. Directors may self-nominate to the Nominating Committee to be considered for election as an Officer or Director-at-large to the Executive Committee. Nominations must be made to the Nominating Committee by March 1st each year to be considered for upcoming vacancies. At the first on-campus meeting subsequent to September 1st each year, the Nominating Committee will present all nominations to the full Board. Directors shall accept or reject candidates for Officers and Directors-at-large to the Executive Committee by majority vote at that meeting. In the event that an Officer or Director-at-large resigns, the Executive Committee may, after consultation with the Nominating Committee, appoint a Director to replace the resigning Officer or Director-at-large.

IX. INTERNATIONAL ALUMNI LIAISONS. In close coordination with the Alumni Office, the Board should recruit and appoint Alumni Liaisons who serve as advocates and ambassadors for the Alumni Association in distinct geographic international locations by promoting alumni networking and alumni engagement with the School. Alumni Liaisons shall be nominated by the President and ratified by a majority vote of the Board. Alumni Liaisons shall serve for one-year terms, but shall have no limit on the number of consecutive terms they can serve and shall provide regular updates regarding their activities to the Board through the President.
X. ASSOCIATION OF YALE ALUMNI (AYA). The President, in consultation with the Board, shall appoint qualified members of the Alumni Association to serve as AYA Delegates to the Association of Yale Alumni. AYA delegates so appointed who are not otherwise Directors shall serve as Ex-officio Directors during their AYA term and are in addition to the total number of Directors allowed. AYA-appointed "At-Large" Delegates shall be encouraged to participate in Alumni Board meetings and activities, but shall not serve as Directors.

XI. ASSOCIATION CALENDAR. The Alumni Association’s fiscal and operational year will be July 1 through June 30.

XII. AWARDS. The Alumni Association, in coordination with the Alumni Office and with the approval of the Dean, may from time to time confer awards including, but not limited to, the following: Distinguished Alumnus, Distinguished Service, Honorary Alumnus, and Prospect Street.

XIII. PUBLICATIONS. The Alumni Association magazine (currently CANOPY) and/or other School publications (written, electronic, or otherwise) will act as a suitable vehicle for information about alumni activities and Alumni Association matters, as long as they are made generally available to the Alumni Association members.

XIV. AMENDMENTS. Amendments to these Bylaws may be proposed to the Board by any Director or member of the Alumni Association, in person or by letter. The Board shall consider amendments so proposed. The Board may at any regular meeting amend these bylaws by majority vote. The Board shall work with the Alumni Office to insure that the Bylaws are available for inspection at an appropriate location on the School website. The Board’s interpretation of these Bylaws shall be final.