

BYLAWS  
of  
DWIGHT HALL AT YALE

As amended on 4/24/09, 9/25/09, 1/29/10, 9/24/10, 1/21/11, and 4/17/15

**ARTICLE I**

**MISSION**

**Section 1.** The mission of Dwight Hall at Yale (“Dwight Hall” or the “Corporation”) is to nurture and inspire students as leaders of social change and to advance justice and service in New Haven and around the world.

**Section 2.** In pursuit of its mission, Dwight Hall does not discriminate against individuals or organizations on the basis of race, gender, sexual orientation, ethnicity, religion, age, socio-economic status, or disability, and supports organizations and activities which do not discriminate on these bases.

**ARTICLE II**

**MEMBERS**

The Corporation has no members.

**ARTICLE III**

**Board of Directors**

**Section 1. Powers and Duties.** The affairs and property of the Corporation will be managed by the Board of Directors (the “Board”). All corporate powers, except such as are otherwise provided for in the Certificate of Incorporation, these Bylaws, or the laws of the State of Connecticut, will be and hereby are vested in and will be exercised by the Board. The Board

may, except as otherwise provided by the laws of the State of Connecticut, delegate to committees of its own number, or to officers of the Corporation, such powers as it may see fit.

**Section 2. Number, Classes, Election, Term of Office, Removal, and Resignation.**

A. **Number.** The Board will consist of at least twenty-one and not more than twenty-eight directors. There will be two classes of directors: between fourteen and twenty-one directors who are not students enrolled at Yale College (“Non-Student Directors”) and up to seven directors who are students enrolled at Yale College (“Student Directors”). As described below, there will be four subclasses of Non-Student Directors and two subclasses of Student Directors.

B. **Election, Term of Office.**

1. **Non-Student Directors.** The Non-Student Directors should be divided into four classes of not more than seven directors each. Each director will serve for a term of four years, and the terms of the four classes should be staggered so that the terms of no more than seven directors will expire in any one year. The election of Non-Student Directors to the Board will normally be held at the annual spring meeting of the Board prior to the end of the fiscal year. A Non-Student Director elected at the annual spring meeting of the Board will begin his/her term at the start of the Corporation’s next fiscal year. A Non-Student Director elected to the Board at a time other than the annual spring meeting will begin his/her term the day after his/her election, and his/her term will end at the end of the fiscal year of his/her third year of service. No Non-Student Director will serve for more than two successive terms, except after an interval of one year of non-service. Notwithstanding the foregoing, the Board may extend the

term of any Non-Student Director by a vote of two-thirds of the Board. The term of such extension will be no more than two years.

2. **Student Directors.** In addition to their general Board duties, Student Directors will have the particular responsibility of reporting the activities and concerns of the Cabinet (defined below) and the student body to the Board and reporting the activities and concerns of the Board to the Cabinet. The Cabinet serves as a bridge between Dwight Hall and the broader Yale student body and consists of (1) representatives of Dwight Hall's student-run member groups and (2) other student members-at-large. The governance procedures of the Cabinet are set forth in the Bylaws of the Cabinet. The Student Directors will be divided into two classes of director: Elected Student Directors and Ex-Officio Student Directors.

a. Up to five Elected Student Directors may be elected by the Board. The election of Student Directors to the Board will normally occur at the annual spring meeting of the Board prior to the end of the fiscal year. Candidates for Elected Student Director positions will be selected by the Cabinet and presented to the Nominating Committee of the Board by the Ex-Officio Student Directors prior to the annual spring meeting. Elected Student Directors may serve for terms of up to three years, as will be designated at the time of their election, but no longer than the term of their enrollment as a student at Yale College.

b. The two Co-Coordinators of the Executive Committee of the Cabinet (as described in the Bylaws of the Cabinet) will serve as voting *ex officio* members of the Board. They will assume their *ex officio* Board position at the first Board meeting in January following their election and will serve on the Board until the January Board meeting following the election of their successor Co-Coordinators.

3. **Emeritus Directors.** The Board may elect Directors Emeriti, in recognition of their distinguished service to the Board and to the Corporation. The Nominating Committee of the Board may nominate Directors Emeriti. A Director Emeritus will not be a student and may serve for life. Directors Emeriti will receive notice of meetings of the Board and may attend and participate in such meetings but will not have the right to vote. Directors Emeriti may be invited by the Chair of the Board to sit as a member of any committee other than the Executive Committee and Audit Committee.

C. **Removal.** Any director may be removed at any time with or without cause by the Board. A director may be removed at a meeting called for the purpose of removing such director, and the meeting notice must state that the purpose, or one of the purposes, of the meeting is the removal of such director.

D. **Resignation.** Any director may resign at any time by giving written notice of such resignation to the Executive Director or the Secretary of the Corporation.

E. **Vacancies.** The Board may fill any vacancy in a director seat. Such newly elected directors will complete the unexpired terms of the directors they have succeeded and will take office immediately upon election. If the unexpired term to be filled by a newly elected Non-Student Director is three years or longer, such unexpired term will constitute a full term under the term limitation set forth in Section 2.B.1. If a Student Director cannot complete his or her term of office (including the case where an Elected Student Director vacancy is created when an Elected Student Director becomes an Ex Officio Student Director by virtue of his or her election as an Executive Committee Co-Coordinator), the Cabinet will select a candidate for a replacement Student Director at the next meeting of the Cabinet who will be

presented to the Nominating Committee of the Board by the Ex-Officio Student Directors prior to the annual spring meeting.

**Section 3. Semi-Annual Meetings; Special Meetings; Notice.** The Board will meet not less than semiannually and may meet more frequently if a meeting is called by any one of the officers. Reasonable notice (at least two days), whether written or oral, of any special meeting will be given by the Executive Director. Notice by electronic transmission is written notice.

**Section 4. Quorum.** Unless specified otherwise in the Certificate of Incorporation, these Bylaws, or Connecticut law, at all meetings of the Board, one-third of the total number of directors shall constitute a quorum for the transaction of business.

**Section 5. Action of the Board.** The action of a majority of the directors present at any meeting of the Board at which a quorum exists will be the act of the Board, except as otherwise provided by the Certificate of Incorporation, these Bylaws, or Connecticut law. Any director may participate in a meeting of the Board by means of a conference telephone or similar device by which all persons can hear all other persons participating in the meeting at the same time. Any action required or permitted to be taken by the Board may be taken without a meeting if all directors of the Board consent in writing to the adoption of a resolution authorizing the action. Any such resolution and any written consents by the directors of the Board will be filed with the minutes of the proceedings of the Board.

## **ARTICLE IV**

### **Officers**

**Section 1. Officers of the Board.** The officers of the Board may include: a Chair, Vice Chair, Secretary and Treasurer, each of whom will be a director. The Board may elect such other officers as it may from time to time deem appropriate. Such officers will carry on those duties normally associated with their offices in other similar corporations, as well as such other duties as may be assigned to them from time to time by the Board. Election of officers may be at the Board's annual spring meeting prior to the end of the fiscal year. Each officer of the Board will serve for a term of four years or until the end of the officer's term as a director.

**Section 2. Executive Director/General Secretary.** The Board will elect an Executive Director (also called the "General Secretary") who will serve as the chief executive officer of the Corporation. The Executive Director need not be a director and will serve at the pleasure of the Board. The Executive Director will carry on those duties normally associated with such office in other similar corporations, as well as such other duties as may be assigned to the office from time to time by the Board.

## **ARTICLE V**

### **Committees; Advisory Boards**

**Section 1. Committees.** The Board may create an Executive Committee, a Nominating Committee, an Audit Committee, a Finance Committee, an Investment Committee and such other committees of the Board as it deems appropriate. Committees must be created and their members appointed by a majority vote of all the directors in office at the time the action is taken. Committees may be created for any purpose, and the Board may delegate to each such committee such powers as the Board may deem appropriate and which are not inconsistent with Connecticut law. Each committee will have the power to further delegate such powers if the

Board so provides in appointing the committee. Under Connecticut law, a committee may not (1) fill vacancies on the Board or on any of its committees, (2) adopt, amend or repeal bylaws, (3) approve a plan of merger, (4) approve a sale, lease, exchange or other disposition of all, or substantially all, of the property of the Corporation other than in the usual and regular course of affairs of the corporation or for certain mortgages, pledges or other encumbrances or (5) approve a proposal to dissolve.

**Section 2. Composition; Action of Committee.** Committees of the Board will be comprised of one or more directors. Committees of the Board that serve in an advisory capacity to the Board may include individuals who are not directors. A quorum of a committee will consist of a majority of the number of directors serving on the committee, and the affirmative vote of a majority of directors present at a meeting at which a quorum is present will be the act of the committee. The Chair of the committee may only cast a vote in the event of a tie vote of a committee.

**Section 3. Advisory Boards.** The Board may create advisory boards of the Corporation (“Advisory Boards”). The Board may appoint both directors and persons who are not directors as it deems appropriate. Persons who are not directors serving in such advisory capacity may not exercise any of the powers granted to the Board in these Bylaws.

**Section 4. Executive Committee.**

A. The Board will appoint an Executive Committee, which will possess all the powers of the Board to manage the property and affairs of the Corporation during intervals between meetings of the Board, subject to restrictions imposed on committees under Connecticut law.

B. The Executive Committee will be comprised of the officers elected by the Board and one voting Ex Officio Student Director. The Executive Committee of the Cabinet will choose the Ex Officio Student Director who will serve on the Executive Committee, and the Ex Officio Student Director will serve on the Executive Committee during his or her term on the Board. In addition, the Board may from time to time designate other directors of the Board to serve as ad hoc members of the Executive Committee. Only directors of the Board will serve on the Executive Committee.

**Section 5. Audit Committee.** The Audit Committee will meet at least once a year and will select and appoint the external auditors to be engaged by the Corporation. The selection of external auditors will be subject to approval by the Board. The Audit Committee will define the scope of the audit to be performed and review the annual financial statements of the Corporation prior to their submission to the Board. In addition, the Audit Committee will have responsibility for reviewing the annual Internal Revenue Service Form 990 prior to filing, and whistleblower complaints. The Audit Committee will also have responsibility for reviewing the annual conflict disclosure surveys collected from staff and directors and addressing conflicts of interest. Only directors of the Board will serve on the Audit Committee.

**Section 6. Nominating Committee.** The Nominating Committee will be responsible for presenting candidates for directors and officers to the Board for election and for proposing candidates for election to committees.

**Section 7. Finance Committee.** The Finance Committee will provide financial oversight for the Corporation, including budgeting and financial planning, financial reporting, and the creation and monitoring of internal controls and accountability policies. In addition, the

Finance Committee will have responsibility for setting long-range financial goals along with funding strategies to achieve them. The Finance Committee may examine and consider such other matters relating to the financial affairs of the Corporation.

**Section 8. Investment Committee.** The Board will appoint an Investment Committee (“Board of Trustees”) that will have the responsibility for advising on the care and management of the endowment of the Corporation and will make recommendations on the investment thereof. The Investment Committee will recommend to the Board the amount of income from the endowment that may be expended each year.

## **ARTICLE VI**

### **Expenditure of Principal of Endowment**

Any expenditure of principal of the Corporation’s endowment must be approved by the Board at each of two successive Board meetings that are held more than five months apart, after the Board’s determination that any such expenditure of principal is in the best interest of the Corporation. An expenditure of greater than 5% of principal of the Corporation’s endowment within a fiscal year must be approved by a two-thirds vote of the Board.

## **ARTICLE VII**

### **Fiscal Year**

The fiscal year of the Corporation shall run from July 1<sup>st</sup> to June 30<sup>th</sup>.

## **ARTICLE VIII**

### **Amendments**

These Bylaws may be amended or repealed by a two-thirds vote of the Board, provided, however, that written notice of the proposed amendment or repeal has been contained in the notice of the meeting at which such amendment or repeal will be voted upon.