



CONSTITUTION AND BY-LAWS

May 17, 2012

**REVISED CONSTITUTION AND BY-LAWS OF THE ASSOCIATION OF THE THE
ALUMNI OF THE COLLEGE OF PHYSICIANS AND SURGEONS OF COLUMBIA
UNIVERSITY**

CONSTITUTION

ARTICLE I

Section 1. Name. This corporation shall be called "The Association of the Alumni of the College of Physicians and Surgeons of Columbia University."

ARTICLE II

Section 1. Purpose. This corporation is established to promote the interests of the College of Physicians and Surgeons of Columbia University and to organize its graduates toward that end.

ARTICLE III

Section 1. Membership. There shall be three classes of members - Active Associate and Honorary Members.

(a) Active Member. All graduates of the College of Physicians and Surgeons, including M.D., Med.Sc.D., and holders of Certificates in Psychoanalytic Medicine, as well as all Ph.D. graduates of the Basic Sciences Curricula including Anatomy, Biochemistry, Human Genetics, Microbiology, Pathology, Pharmacology and Physiology, automatically shall become active members of the Association.

(b) Associate Members.

- 1 All members of the Academic Staff of the College of P&S which includes all Interns, Residents and Visting Fellows at all hospitals which affiliate their postgraduate training with P&S.
- 2 All Students at P&S.
- 3 All graduates of programs described above.
- 4 The spouse, widow or widower of an active member.
- S. Associate Members are not eligible to vote or hold office, but may serve as members of committees to which appointed.

(c) Honorary Members. Such persons as may be elected to this class by the Association may become Honorary Members.

Section 2. Formal application for active membership is not required. All graduates in programs listed under Article 111, Section 1(a) Active Members, shall become Active Members upon graduation. Candidates for Honorary Membership will be recommended by the Nominating Committee for consideration by the Association at its Annual Meeting.

ARTICLE IV

Section 1. Board of Directors. The governing body of the Association shall be the Board of Directors of the Association. The Board of Directors shall comprise:

- (a) The Elected Officers of the Association.
- (b) The Directors of the Association.

Section 2. Officers. The Officers of the Association shall be:

1. President {Chairman}
2. President-elect
3. Vice President
4. Secretary (Corresponding Secretary)
5. Assistant Secretary (Recording Secretary)
6. Treasurer
7. Assistant Treasurer
8. Historian

Section 3. Directors. There shall be elected by The Association, on recommendation of the Nominating Committee, a minimum of ten and a maximum of fifty Directors. Each Director shall be elected to hold office for three years and may be re-elected for one additional term of three years. He may not succeed himself after two terms for a period of one year, after which he may be eligible again for nomination and election as provided for under the Rules for Nomination and Election.

Past President. The immediate Past President of the Association automatically shall become a Director for one three-year term at the conclusion of his term as President and thereafter may serve as a Director, subject, however, to all requirements regarding nomination, election and tenure.

Dean. The Dean of the Medical School automatically shall be a Director as long as his position as Dean prevails and he shall not be subject to any requirements regarding nomination, election or tenure. Alumni Trustee. An Alumni Trustee of Columbia University, as shall have been nominated by the Association, who is an alumnus of P&S automatically shall be a Director of the Association. On termination of his status of Alumni Trustee he may be considered for election as a regular Director on the same basis as if he had not previously served as a Director.

Regional Representatives. Regional Representatives automatically shall be Directors, as more specifically set forth in By-Laws, Article V, Section 5, in addition to those already authorized as Directors.

Former Director. Every Director on completion of his term of office shall be designated as Former Director. He shall be listed as such and shall be invited to attend all Board and Council meetings, but shall not have the right to vote, except that he may vote at Council meetings if he is also a member of a Committee.

ARTICLE V

Section I. Council. There shall be a body known as the "Council." The purpose of the Council shall be to work in cooperation with the Board of Directors and to consider and decide upon matters concerning the activities of the Association.

Section 2. Council Membership. The Council shall consist of:

- (a) Elected Officers
- (b) Directors
- (c) Members of all Committees

Section 3. Council Voting. All action to be taken by the Council shall be at a meeting of the Council. Each member of the Council shall have an equal vote when the Council meets. From time to time invited guests may be asked to participate in discussions, but they will not have the privilege of voting.

Section 4. Meetings. Unless otherwise specified by the President of the Association, meetings of the Board and Council will be scheduled at least six times during the academic year beginning July 1st. The meetings will convene on the third Wednesday of the month and the President shall be Chairman thereof. The President through the Alumni Office will announce the time and place, and submit an agenda in writing at least two weeks before the time of meeting. This will be forwarded to each member of the Council and to invited guests.

Certain meetings may be omitted at the discretion of the President, such as during the summer months. Members of the Council will be kept informed of any changes by the Alumni Office.

Special Meetings. The President will be empowered to call Special Meetings of the Board and/or the Council, designating the time and place, and, if possible, the purpose of the Special Meeting.

Special Meetings may also be called at any time upon written request to the Board or the Council, as the case may be, by any ten members thereof.

Section 5. Quorum. A Quorum of the Board shall constitute ten members thereof and a quorum of the Council shall constitute fifteen members thereof.

ARTICLE VI

Section I. Executive Committee. The President, President-elect, Vice-President, Corresponding Secretary, Recording Secretary, Treasurer, Editor of the Alumni Section of the Journal P&S, Chairman of the Annual Fund, two Directors elected by the Council and the immediate Past President shall constitute the Executive Committee. The President shall be Chairman of the Executive Committee. The Executive Committee shall be in active control of the conduct of the business of the Association when the Board is not in session, and shall at the next meeting of the Board report its actions for the Board's ratification. The Executive Committee may act on a majority vote of its members, and meetings may be called at any time by the Chairman or a majority of the members of the Executive Committee.

ARTICLE VII

Section I. Election of Officers. Each Officer is elected by the plurality vote of the active members of the Association.

Section 2. Tenure of Office. Each Officer is elected to hold office for one year. The President, President-Elect and Vice President may be eligible to succeed themselves for an additional term of one year, but no longer will be eligible for re-election to those specific offices after having served two years in that capacity. The inauguration or change in officers shall occur on July 1st, to conform with the fiscal year adopted by the Alumni Federation of Columbia University.

Section 3. Succession of Officers. The President-elect automatically shall succeed to the office of President on termination of the tenure of the incumbent President. He shall also succeed the President in event of vacancy by reason of death, resignation, disqualification, or otherwise. He shall serve as President until the next election when he may be considered eligible for election.

The position of President-elect, should a vacancy occur for the same reasons listed above, will not be occupied by the existing Vice President, but shall remain vacant or open until the election at the next Annual Meeting.

The Assistant Secretary will succeed the Secretary and the Assistant Treasurer will succeed the Treasurer.

Vacancies left by the shift of successors will be filled by the President from the ranks of the Council.

A vacancy in the position of Vice President shall be held by the President-elect until the next election.

In case of any vacancy in the Board of Directors, a successor to fill the unexpired portion of the term may be elected within ninety days by a majority of the remaining directors, or thereafter (failing such election) at a special meeting of the members called for that purpose by the members.

ARTICLE VIII

Section I. Alumni Federation. The Association shall be represented on the Board of Directors of the Alumni Federation of Columbia University, Incorporated, by the President of the Association in accordance with ARTICLE 11, Section 2 of the BY-LAWS of the Federation.

ARTICLE IX

Section I. Annual Meeting. The Association will convene at an Annual Meeting to which all members of the Association are invited. The date and place of the Annual Meeting shall be determined by the Council and notice thereof shall be given to each member not less than ten nor more than fifty days before the date of the meeting.

Section 2. Special Meetings. Special Meetings of the Association may be called at any time by the Board of Directors of the Association or upon written request to the Board of Directors by twenty members of the Association. Notice of such a meeting should be given not less than thirty days before the date of the meeting.

Section 3. Quorum. Twenty-five members of the Association, or such lower number as may from time to time be prescribed by the Laws of the State of New York, shall constitute a quorum at any meeting of the Association.

Section 4. Notice. Any notice required to be given by statute or under this Constitution may be waived on written waiver signed by the party entitled to such notice.

Section 5. Finances. The Board of Directors is authorized to select such depositories as it shall deem proper for the funds of the Association and shall determine who, if anyone, in addition to the President, shall be authorized in the Association's behalf to sign bills, notes, receipts, acceptances, endorsements, checks, releases, contracts and documents.

Section 6. Office. The office of the Association shall be located at such place as the Board of Directors may from time to time determine.

ARTICLE X

Section I. Amendments. This Constitution may be amended by two-thirds vote of the members of the Association voting at the Annual Meeting or any Special Meeting called for that purpose, provided the proposed amendment or amendments shall have been submitted in writing to the Council, discussed by the Council at a regular meeting or a special meeting called for this purpose, and distributed to the membership with the Annual Fund Report or the notice of the Annual Meeting or Special Meeting, at which time the proposed changes are to be voted upon for adoption.

BY-LAWS

ARTICLE I

Section I. Rules of Procedure. Where no specific action is herein prescribed, the conduct of the Association, of its Board of Directors, of the Council, and of its Committees shall be governed by Robert's Rules of Order Revised.

ARTICLE II

Section I. Dues. There shall be no dues. The expenses of the Association shall be paid from voluntary contributions of the members.

Section 2. The Honors and Awards Fund, the Huber Fund and the Alumni Council Fund are to be held and invested by the Finance Committee. The principal of these funds is not available for expenditure. The income from the Honors and Awards Fund may only be used for honors and awards while the income from the Huber Fund and the Alumni Council Fund will be available for whatever purposes the Council may deem appropriate.

ARTICLE III

Section I. Duties. The duties of the President, Secretary, Treasurer, and Historian shall be those usually attached to their respective offices. The President-elect and Assistant Treasurer shall assist and act in the absence of the President and Treasurer, respectively. The Secretary shall act as Corresponding Secretary and the Assistant Secretary shall act as Recording Secretary. In case of absence, one shall act for the other.

Section 2. In addition to the foregoing duties, the President and Treasurer shall verify and present at the Annual Meeting of the Association the Council report of the financial affairs of the Association as required by law.

ARTICLE IV

Section I. Board and Council Meetings. The Board of Directors and Council shall meet regularly in accordance with ARTICLE V, Section 4 of this Constitution. A report shall be made to the general membership at the Annual Meeting of the Association.

ARTICLE V

Section 1. Appointment of Committees. The President shall appoint all Committees and chairmen except the Nominating Committee. The President is a member ex officio of all committees except the Nominating Committee. (Robert's Rules of Order Revised).

Section 2. Standing Committees. The Standing Committees shall be:

- I. Constitution and By-Laws Committee
2. Finance Committee
3. Alumni Fundraising Committee
 - (a) Capital Campaign Steering
 - (b) Annual Fund Committee
 - (c) Bequests, Estate Planning, and Committee
4. Editorial Board Committee
5. Student-Alumni Relations Committee
6. P&S Alumni Reunion Committee
7. P&S Past President's Committee
8. Minority Diversity Affairs (formerly Minority Affairs)

Section 3. Nominating Committee. A Nominating Committee shall be appointed by the Council by nominations from the floor at its first fall meeting. It shall consist of seven members including the President-elect who will, at their first meeting, choose one of their members to be Chairman.

Members of the Nominating Committee shall not be barred from becoming nominees for office. (Robert's Rules of Order Revised).

Each year all alumni shall be notified that, until the first of December, they may nominate candidates for positions of Directors for the upcoming year. They may also nominate candidates for Officer positions provided each candidate is currently a member of the Board of Directors. {ARTICLE IV, Section 1. of the Constitution states that the Board of Directors comprises the Officers and Directors of the Association.}

The Nominating Committee shall meet in December and prepare its slate of nominees for Officers and Directors as authorized. This slate will be selected on the basis of a majority vote of the members of the Nominating Committee.

The names of all candidates nominated by 25 or more members of The Association shall be added to the Nominating Committee's slate in the appropriate positions along with a biographical sketch supplied by each such candidate.

Each year after December 1 a ballot with a full slate printed thereon shall be transmitted to every active member. Every active member may then mark, personally sign (including year of graduation) the ballot and mail it to the Alumni Office prior to the first of April. This balloting by mail shall determine the election of Officers and Directors which shall then be reported at the Annual Meeting of the Association.

Section 4. Delegate to Alumni Trustee Nominating Committee. The President shall appoint a Delegate to represent the Association at the Alumni Trustee Nominating Committee of the Alumni Federation of Columbia University.

{Rules of the Alumni Federation of Columbia University state that no person shall be eligible as a representative upon the Nominating Committee who is officially connected with the University. That the member of the Nominating Committee shall serve a full four-year term, beginning on March 1. No member may serve more than two successive terms.)

Section 5. Regional Representatives. There shall be Regional Representatives appointed by the President of the Association with the approval of the Council. These Representatives will hold the rank of Director and are privileged to vote at meetings.

Among the functions of the Regional Representatives will be:

- I. To direct the formation of regional groups of Alumni.
2. To act as liaison between the Council and the Regional Groups.

ARTICLE VI

Duties of Standing Committees

Section 1. P&S Alumni Reunion Committee. Shall be responsible for arranging the activities of the annual Reunion Weekend.

Section 2. Alumni Fund Committee. Shall be responsible for soliciting contributions to carry out the purposes of the Association as set forth in the Articles of Incorporation of the Association.

Section 3. Regional Representatives Committee. Shall be responsible for the organization and promotion of Regional Alumni Activities.

Section 4. Editorial Board Committee. Shall be responsible for all publications of the Association.

Section 5. Committee on Constitution and By-Laws. Shall review regularly the existing Constitution and By-Laws and draft proposed revisions and amendments.

Section 6. Committee on Finances. The Treasurer shall be the Chairman. There shall be four other members, including the Assistant Treasurer. This committee will supervise the Association's finances and shall manage the investment of funds and may seek professional advice.

Section 7. Committee on Honors and Awards. Shall recommend annually candidates for the Association's Gold, Silver and Bronze Medals and for any special awards which may become desirable.

Section 8. Committee on Bequests, Estate Planning, Endowments and Insurance. Shall endeavor to stimulate endowments and bequests and recommend Insurance Programs for members of the Association.

Section 9. Committee on Student-Alumni Relations. Shall maintain contact with representatives of student body, faculty and administration.

Section 10. Committee of Past-Presidents. Shall consist of former presidents of the association and work closely with and advise the director of alumni relations, current association president and other committees.

Section 11. Committee on Diversity Affairs. Shall be responsible for maintaining alumni interest in the recruitment and retention of minority students

ARTICLE VII

Order of Business

Section 1. The order of business at the Annual Meeting shall be as follows:

1. Call to order.
2. Presentation and approval of minutes of the last Annual Meeting and of any subsequent Special Meetings.
3. Report of the Council.
4. Presentation of the annual report of the President.
5. Report of the Treasurer.
6. Report of Standing and Special Committees.
7. Report of Election of Officers and Directors.
8. Transaction of any other business that may be properly brought before the meeting.

Section 2. The order of business at each meeting of the Council shall be as follows:

1. Presentation and approval of minutes of the preceding meeting.
2. Report of the Treasurer.
3. Report of Standing and Special Committees.
4. Miscellaneous business.

Section 3. The order of business of the Annual Meeting and the Council meeting may be modified by majority vote of the voting members present.

ARTICLE VIII

Amendments

Section 1. These By-Laws may be amended or repealed by the members of the Association at an Annual Meeting or a Special Meeting called for the purpose, or by a vote of two-thirds of those voting at any meeting of the Board of Directors provided the purport of such amendments has been submitted in writing and discussed at a previous meeting of the Board of Directors. All By-Laws made by the Board of Directors may be altered or repealed by the members of the Association at any meeting.

Section 2. This Constitution and By-Laws shall take effect immediately upon its adoption by the membership and shall supersede any in affect prior thereto.

May 17, 2012
Date of Revision and Adoption