

CONSTITUTION AND BYLAWS OF THE PLATTSBURGH ALUMNI ASSOCIATION

OF THE STATE UNIVERSITY OF NEW YORK COLLEGE AT PLATTSBURGH
PLATTSBURGH, NY

ARTICLE 1: NAME

The name of this Association shall be "The Plattsburgh Alumni Association", and shall hereinafter be referred to as the Association.

ARTICLE 2: PURPOSES

The Association is the official organization of the College's alumni and is a non-profit corporation organized and existing under the laws of the State of New York, tax-exempt under §501(c)(3) of the Internal Revenue Code (IRC), and classified as a "supporting organization" to the campus under §509(a)(3) of the IRC. It exists as perpetual organization to enable alumni to organize, unify, and direct their efforts and resources in helping to achieve the College's goals and objectives. Dissolution of the Association shall be according to The State University of New York Guidelines for Campus-Related Alumni Associations.

Specific purposes of the Association are:

- a. To maximize use of the abundant resources of the College's alumni - including their talents, services, and financial assistance - toward the attainment of the College's educational, literary, scientific, charitable, and benevolent purposes.
- b. To accomplish the foregoing by:
 1. Establishing, promoting, and maintaining appropriate communication patterns and other relationships between the College and its alumni.
 2. Promoting a unifying interest and loyalty of all present, former, and prospective students, and others interested in the College's welfare, and stimulating their continued willingness to participate actively in the programs and progress of the College and its organizations.
 3. Assisting the College in providing appropriate incentives for attracting and maintaining outstanding educators and administrators.

4. Assisting the College in providing appropriate incentives and procedures for attracting and maintaining outstanding students, when such student solicitation is within the prescribed College objectives.
5. Helping to project and interpret the true image of the College including its goals, work, prestige, and position of leadership.
6. Furnishing a constant and active service organization for the improvement, maintenance and protection of the College's institutions and principles.

ARTICLE 3: POWERS

The Association may do all things necessary to accomplish the purposes of the Association consistent with all laws, rules and regulations of governments; authorities and organizations to which the Association is jurisdictionally subject.

ARTICLE 4: OFFICE

The Association shall maintain an office in the County of Clinton, State of New York, on or near the campus of the College, and shall establish and maintain such other offices as thereafter shall be determined by the Association to be in its best interests.

ARTICLE 5: MEMBERSHIP

ARTICLE 5.1: Classification

Membership in the Association shall be of the following classes:

- a. Alumni Membership
- b. Honorary Membership

Section 5.2: Eligibility

- a. Graduates of the College and former students who have completed at least thirty semester hours at the College shall be eligible for general alumni membership.
- b. Any person ineligible for alumni membership in the Association shall be eligible for honorary membership in the Association.

Section 5.3: Admission Procedure

- a. Eligible persons shall become alumni members of the Association upon graduation from the College.

- b. Former students who have completed at last thirty credit hours at the College may request membership in the Plattsburgh Alumni Association.
- c. Persons shall become honorary members of the Association upon nomination for such membership by the Association through its Executive Committee and election to honorary membership by a 2/3 majority vote of the Association Board at a duly convened and constituted meeting of said Board.

Section 5.4: Present

The adoption of these bylaws shall in no way affect the membership status of any person who is then a member of the Alumni Association of the State University of New York at Plattsburgh.

ARTICLE 6: Student/Alumni Fee

Section 6.1: Amount

There student/alumni fee is \$15 per semester for all matriculated students on the main campus.

ARTICLE 7: MEETINGS OF THE ASSOCIATION

Section 7.1: Annual

The annual meeting of members of the Association shall be held in October for the purpose of the installation of the Board of Directors and officers of the Association, and for the transaction of such other business as may properly come before the meeting.

Section 7.2: Special

Special meetings of the members of the Association may be called at any time by the Board of Directors, and shall be called at the written request of 100 members entitled to vote thereat.

Section 7.3: Place

All meetings of members of the Association shall be held in the County of Clinton at such place, as the Board of Directors shall reasonably determine.

Section 7.4: Notice

Written notice of each meeting of the members of the Association, whether annual or special, shall state the date, time and place where it is to be held. Said notice shall be served by mail by the Executive Director of the Association to each member of the Association not less than 10 nor more than 50 days before the meeting, and said notice shall state the purposes of the meeting.

Section 7.5: Quorum

Unless otherwise expressly provided herein, any number of members of the Association, but not less than 25, who shall attend a duly noticed meeting, shall constitute a quorum for the transaction of such business as may properly become before the meeting.

Section 7.6: Voting Qualifications

Each member of the Association shall be entitled to vote at said meetings of the Association.

Section 7.7: Procedure

Meetings of the Association shall be conducted in accordance with parliamentary procedure, unless a majority of the members entitled to vote at said meeting should waive such requirements.

Section 7.8: Chairperson

The President of the Association shall act as chairperson of all meetings of the Association.

Section 7.9: Voting Method

Voting shall be via voice or by show of hands unless a majority of the members present at the meeting shall request a secret ballot. In this case a secret ballot vote shall be conducted and the results of such vote shall be tabulated and announced by tellers elected by the members at the meeting and prior to said vote. Voting by proxy shall not be allowed.

ARTICLE 8: BOARD OF DIRECTORS

Section 8.1: Duties and Powers

The Board of Directors, hereinafter referred to as the Board, shall be responsible for the control and management of the affairs, property and interests of the Association,

and may exercise all the powers of the Association, except otherwise conferred upon or reserved to the Executive Committee by the provisions of these bylaws.

- a. The directors, officers, and employees of this association shall not be personally liable for the payment of any debts of this Association or obligations of this Association of any nature whatsoever, nor shall any property of any director, officer or employee be subject to the payment of the debts or obligations of this Association to any extent whatsoever.
- b. A director or officer of the Association shall not be personally liable to the Association or its members for monetary damages of breach of fiduciary duty as a director or officer, except for liability (1) for any acts or omissions not in good faith, or which involve intentional misconduct or a knowing violation of the law, or (2) for any transaction from which a director or officer derived an improper personal benefit.

Section 8.2: Composition

The Board shall be composed as follows:

- a. The initial Board shall be composed of the same persons currently serving at the time of the adoption of these bylaws. Such initial members shall serve until their respective terms, as described in Article 8, Section 3.
- b. Subject to the provisions of Section (a) hereof, the Board shall be composed of the following persons:
 1. The four officers of the Association who shall be:
 - a. President
 - b. Vice President
 - c. Secretary
 - d. Treasurer
 2. Fourteen (14) members at large
 3. Two (2) student representatives
 4. One (1) Past President whose term has most recently expired.
 5. President of the College
 6. Vice President of Institutional Advancement of the College
 7. Director of Alumni Affairs of the College

Section 8.3: Term

Unless otherwise provided herein, the term of each Director shall be as follows:

- a. Officers shall hold office for one year or until the election or appointment of a successor, or until prior death, resignation or removal.
- b. The past president shall hold office for one year or until the election or appointment of a successor, or until prior death, resignation or removal.
- c. Student representatives shall hold office for one year or until the election or appointment of a successor, or until prior death, resignation or removal.
- d. Board Members at large shall hold office for a period of five years or until the election or appointment of a successor, or until prior death, resignation or removal.
- e. Ex-Officio members shall hold office for one year or until the election or appointment of a successor, or until prior death, resignation or removal.

Section 8.4 Meetings

- a. An annual meeting of the Board shall be held in October for the purpose of electing officers and Board members, and transacting such other business as may properly come before the meeting.
- b. Special meetings of the Board may be called at anytime by the Board, the President or the Executive Director of the Association.
- c. Meetings shall be held at such place as may be reasonably selected by the Board or the Executive Director of the Association.
- d. Prior written notice of each meeting of the Board, stating the date, time and place thereof, shall be cause to be given to each Director by the Executive Director of the Association, at such time as shall be practicable and shall afford the Directors reasonable notice.
- e. Unless otherwise expressly provided herein, any number of Directors, but not less than twelve (12) who shall attend a duly noticed meeting of the Board shall constitute a quorum for the transaction of such business as may properly come before the Board.

Section 8.5: Voting and Procedures

- a. The President of the Association shall serve as Chairperson of the Board and shall preside at its meetings.
- b. Each Director shall have one vote.

- c. Ex Officio Voting Privileges shall be extended to the President and Vice President of Institutional Advancement of the State University of New York College at Plattsburgh.
- d. Except as otherwise provided herein, the action of a majority of the Directors present at a duly convened and constituted meeting of the Board shall be the act of the Board.
- e. Voting by proxy shall not be allowed.
- f. Voting shall be via voice or by show of hands, except when voting by secret ballot shall be requested by a Director. The vote by secret ballot shall be tabulated and announced by the Executive Director of the Association.
- g. Meetings shall be conducted in accordance with parliamentary procedure where feasible or unless the majority of members entitled to vote at said meeting should waive such requirements.

Section 8.6: Removal of Directors

A Director may be removed for cause by the vote of 3/4 of the Directors at a meeting of the Board held on not less than thirty (30) days written notice, which notice shall specify that the removal of the Director in question shall be considered for action. The Director in question shall be provided with a written statement setting forth the basis for the proposed removal, the names of persons who will give evidence and the substance thereof, and will be permitted to speak or present evidence in his or her own defense at said meeting.

Section 8.7: Vacancies

A vacancy in office shall be filled by the appointment of a successor by the Board. Such successor shall serve for the unexpired portion of the term of his or her predecessor.

ARTICLE 9: OFFICERS

Section 9.1: Number

There shall be four (4) officers of the Association, as follows:

- a. A President shall be the chief executive officer of the Association, shall preside at all meetings of the Association, shall perform all other duties of the office of President provided for in these bylaws, and may perform any executive duty which the

Association or Board of Directors shall request, except duties herein imposed upon others.

- b. A Vice President, in the absence of the President, or in the event of the inability of the President to perform the duties of the office, shall perform the duties of the office of the President and shall perform all other duties imposed by these bylaws.
- c. A Treasurer shall be the chief fiscal officer of the Association.
- d. A Secretary shall insure that all records of the Association and the Board of Directors are maintained and preserved.

Section 9.2: Term

Unless otherwise provided, each officer shall hold office for one year or until the election or appointment and installation of a successor, or until prior death, resignation or removal.

Section 9.3: Eligibility

Any member of the Association Board interested in serving as an officer may submit a letter of intent with supporting documentation to the Chairperson of the Nominating Committee for consideration.

Section 9.4: Election

At the annual meeting of the Board of Directors, a President, Vice President, Secretary, Treasurer, two (2) student representatives, and members at large to fill any vacancies created by expired terms shall be elected by vote of the directors.

ARTICLE 10: STANDING COMMITTEES

Section 10.1: Executive Committee

- a. Membership

The President, Vice President, Secretary, Treasurer and the immediate Past President shall constitute the Executive Committee of the Association. The President shall serve as chairperson of the Executive Committee.

- b. Purposes, Powers, and Duties of the Executive Committee

1. Purposes: The Executive Committee shall have as its purposes the formulation of policies and programs consistent with purposes and mission of the Association.
2. Powers: The Executive Committee shall have interim authority of the Board but shall not be empowered to:
 - Elect or appoint Association officers or directors
 - Amend bylaws of the Association
 - Fill vacancies
 - Remove officers or directors
 - Authorize individual project expenditures in excess of \$1,000.00
 - Loan or pledge Association assets.

c. Executive Committee Meetings

The Executive Committee shall meet as needed. Such meetings shall be held upon not less than ten (10) days written notice. Any four-(4) members of the Executive Committee shall constitute a quorum for the transaction of business. Complete minutes of each Executive Committee meeting shall be kept and a copy thereof shall be mailed to each Board member within ten (10) business days of such meeting.

Section 10.2: Committee on Directors

a. Responsibilities

1. To review and utilize criteria to select candidates for officers and/or membership on the Board of Directors. "Appendix A"
2. To solicit names of individuals who may be interested in serving on the Board of Directors.
3. To interview and recommend individuals for the approval of the entire Board of Directors as vacancies occur.
4. To provide a written report to the Board of Directors prior to the individual's nomination, indicating how the individual meets the criteria used.
5. Not less than thirty (30) days before the next meeting of the Board, the nominating committee shall meet and nominate one candidate for each vacant position of the board. The chairperson of the nominating committee shall put the names of such nominees in nomination. Nominations of other persons may be made from the floor at the time of the annual meeting or by letter to the Executive Director.

b. Committee Membership

1. Three members of the Board of Directors. One of these three members will be the immediate past president who will serve as the chairperson of

the committee. If the past president is not available, then the President of the Association will appoint a chairperson.

Section 10.3: Finance and Investment Committee

a. Responsibilities

1. To provide guidance and oversight to the Association's funds.
2. To periodically review the investment goals and objectives of the Association.
3. To evaluate the current investment strategies of the Association's funds and reconcile them to the current goals and objectives.
4. To suggest various means to generate additional revenues. The various services or programs recommended to the Board of Directors should be consistent with goals and objectives of the Association.

b. Membership

1. The Treasurer will be the chairperson of the committee
2. Four members of the Board of Directors.
3. The Director of Alumni Affairs, as an ex-officio member.

ARTICLE 11: AMENDMENTS

These bylaws may be amended by a majority vote of the Board at a meeting of the Board held on not less than thirty (30) days written notice - which shall state the proposed amendment. Any board member may propose an amendment to the constitution.

Last revised January 17, 2008

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