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 a 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

Section 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 30 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 least 30 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 College at Plattsburgh.

ARTICLE 6: STUDENT/ALUMNI FEE

Section 6.1: Amount

The 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 the fall for the purpose of introducing 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 thereafter.

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 and/or by electronic mail by the Executive Director of the Association to each member of the Association not less than 10 and no 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: Eligibility

Any eligible member of the Association, as defined in Article 5, Section 2, is eligible to serve as a member of the Board.

Section 8.3: 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 are completed, as described in Article 8, Section 4.

b. Subject to the provisions of Section (a) hereof, the Board shall be composed of the following Members (individually a “Director”):

   1. The five officers of the Association who shall be:
      a. President
      b. First Vice President
      c. Second Vice President
      d. Secretary
      e. Treasurer
   2. Thirteen (13) Directors at large
   3. Two (2) student representatives, non-voting (see Article 8, Section 6b)
   4. One (1) past president whose term has most recently expired
   5. President of the college, ex-officio with voting privileges\(^1\) and a full-fledged board member with all the accompanying rights, as defined herein\(^2\)
   6. Vice president of Institutional Advancement of the college, ex-officio with voting privileges and a full-fledged board member with all the accompanying rights, as defined herein (see footnotes 1 and 2)
   7. Director of Alumni Relations of the college, non-voting (see Article 8, Section 6b)

Section 8.4: Term

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\(^1\) In accordance with The State University of New York Guidelines for Campus-Related Alumni Associations, dated April 29, 2003

\(^2\) In accordance with Roberts Rules of Order, Newly Revised, 11\(^{th}\) edition: “If a person holds an office in a society of which he is not a member and the bylaws make that officer an ex-officio member of the board, the nonmember is thereby a full-fledged board member with all the accompanying rights; but this does not make him a member of the society.”
Unless otherwise provided herein and notwithstanding the provisions of Article 8, Section 8 Vacancies, the term of each Director shall be as follows:

a. Officers shall hold office for two years 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 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. Directors at large shall hold office for a period of three years. Directors may be invited to a second three-year term by majority vote of the Committee on Directors. At the conclusion of their second three year term, said Director must leave the Board for at least one (1) full three (3) year term before becoming again eligible for election or appointment to the Board, except that any Director elected as an officer shall be permitted to complete his or her term of office.

e. Ex-officio members shall hold office during their active tenure at the college, or until the appointment of a successor, or until prior death, resignation or removal.

Terms begin on January 1st of the following year after a new member is elected, in the case where said new board member will be occupying the seat of a member whose term is expiring at the end of the year. In cases where a new board member will be occupying the seat of a board member who is vacating their term prior to its end, the new board member's term shall commence on the day said board member is elected to the board. In this case, the new board member's term shall end on the same date that the old board member's term was scheduled to end, and said board member may then stand for election to the board in accordance with the terms of these bylaws. Full terms end on December 31st of the 3rd full year following election to the board (e.g. January 1, 2013 - December 31, 2015).

Section 8.5: Meetings

a. An annual meeting of the Board shall be held in the fall for the purpose of electing Board members and transacting such other business as may properly come before the Board, to include electing a new president when the incumbent president’s term is due to expire at the end of the year in which the meeting is being held.

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 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 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.

f. Any one or more directors may participate in a meeting of the Board or such committee by means of conference, telephone or similar communications equipment allowing all persons in the meeting to
hear each other at the same time. Participation by such means shall constitute presence in person at the meeting.

Section 8.6: 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, with the exception of the Director of Alumni Relations and the two (2) student representatives.

c. Ex-officio voting privileges shall be extended to the President of SUNY Plattsburgh and the Vice President of Institutional Advancement of SUNY 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, which may be requested by a director prior to any vote. 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 8.7: 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 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 8.8: 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 five (5) 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 that the Association or Board of Directors shall request, except duties herein imposed upon others. Upon being elected president, the president-elect shall confer with the Committee on Directors, and perform other research, for the purpose of selecting four (4) members of the current board of directors to serve as officers, as described in b-e below, during his/her term of office. That slate of officers shall be presented to the full board for ratification no later than 2 weeks prior to the beginning of the president’s term.
b. A first 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 second vice president, in the absence of the first vice president or in the event of the inability of the president and the first vice president to perform the duties of their offices, shall perform the duties of the office of the first vice president or president and shall perform all other duties imposed by these bylaws.

d. A treasurer shall be the chief fiscal officer of the Association.

e. 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 two years 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 Board interested in serving as an officer may submit a letter of intent with supporting documentation to the chairperson of the Committee on Directors for consideration. Only active members of the Board may serve as an officer.

Section 9.4: Election

At the annual meeting of the Board of Directors, and in accordance with these bylaws, in a year in which the incumbent president’s term is expiring at the end of that year, the Board shall elect a new president, and, when needed, elections will be held for members at large, to fill any vacancies created by expired or vacated terms. In addition, new student representatives will be appointed as follows: The Student Association president shall fill one seat, and also select the second student representative in consultation with the Director of Alumni Relations.

ARTICLE 10: STANDING COMMITTEES

Section 10.1: Executive Committee

a. Membership

The president, first vice president, second 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 the purposes and mission of the Association.

2. Powers: The Executive Committee shall have interim authority of the Board but shall not be empowered to:
• Amend the bylaws of the Association
• Elect or appoint Association officers or directors
• Fill vacancies
• Remove officers or directors
• Authorize individual project expenditures in excess of $1,000
• 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 10 days written notice. Any four members of the Executive Committee shall constitute a quorum for the transaction of business. The president shall be responsible for recording actions items, and notifying the Board of those action items, to include status updates, periodically or at regular meetings of the Board, in accordance with prudent business practice.

Section 10.2: Committee on Directors

a) Responsibilities

1. To solicit, identify and vet candidates to serve as officers and members of the Board.
2. To review and utilize criteria in selecting and vetting candidates for officers and/or membership on the Board of Directors.
3. To define and maintain roles and responsibilities of said board members (see “Appendix A”).
4. To provide supporting documentation for each nominee to the Board of Directors prior to an individual’s nomination.
5. Not less than 30 days before the next meeting of the Board, the Committee on Directors shall meet and nominate one candidate for each vacant position of the board. The chairperson of the Committee on Directors shall put the name(s) of such nominee(s) in nomination. Nominations of other persons may be made from the floor at the time of the annual Board meeting or by letter to the Executive Director.
6. To monitor the terms of the existing board members, and ensure that term limits are adhered to.

b) Membership

1. No fewer than three (3) members of the Board of Directors. One of these three members shall be the immediate past president who shall serve as the chairperson of the committee. If the past president is not available, then the president of the Association shall appoint a chairperson.

Section 10.3: Finance and Investment Committee

a) Responsibilities

1. In partnership with the Executive Director of the Alumni Association, manage and provide oversight of the Association's funds. This includes, but is not limited to, conducting regular reviews of the budget, balance sheet, financial activities, investment account(s), corporate resolution, and audit report(s).
2. Annually review the current investment policy statement, and reconcile it to the current investment goals and objectives of the Association. Recommend changes when appropriate.
3. Annually review the investment goals and objectives of the Association. Recommend changes when appropriate.
4. Provide bi-annual updates to the board on the budget, financial activities, financial position, annual audit and investment account.
5. Periodically, but at least annually, meet with the Association's financial advisor(s).

b) Membership

1. The treasurer shall be the chairperson of the committee
2. No fewer than three (3) members of the Board of Directors
3. The Director of Alumni Relations, 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 30 days written notice - which shall state the proposed amendment. Any board member may propose an amendment to the constitution.

Last revised May 3, 2013
Last revised May 14, 2010
Last revised May 15, 2009
Last revised Jan. 17, 2008
Last revised June 29, 2007
Last revised Oct. 22, 2006
Last revised May 18, 2002
Plattsburgh Alumni Association Bylaws
Appendix A

Plattsburgh Alumni Association
Board of Directors
Responsibilities

- To serve as an ambassador of the college and leader in volunteerism.
- To the best of your ability make SUNY Plattsburgh a philanthropic priority.
- To volunteer your time to organize/host/sponsor alumni activities in your community with support from the SUNY Plattsburgh Office of Alumni Relations.
- To support the goals of Cardinal Connections by assisting students and other alumni with professional networking opportunities, internships and career panels.
- To support the college’s enrollment goals by referring students and participating in admissions efforts when requested.
- To support the efforts of the college to engage alumni by serving as a class agent/reunion chair or committee member.
- To advocate for SUNY Plattsburgh and promote the college to students, parents, government officials, and citizens.
- To officially represent SUNY Plattsburgh at functions and events when requested.
- To provide advice and counsel to the Executive Director of the Plattsburgh Alumni Association and to approve and implement association policy when required.
- To attend the board meetings annually.
- To actively advance SUNY Plattsburgh by supporting the mission and strategic vision of the Office of Institutional Advancement.