

**THE ALUMNI ASSOCIATION OF THE COLLEGE OF SAINT ROSE
BY-LAWS**

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ARTICLE I – PURPOSES

Section 1.

Purpose:

The purposes for which this Corporation is organized are those set forth in the Certificate of Incorporation and any amendments to said articles.

Section 2.

Mission:

The Corporation is The Alumni Association of the College of Saint Rose (hereinafter referred to as “the Association”), a New York Not-For-Profit corporation with the mission to promote the interests of the Alumni of the College, to foster a spirit of loyalty to the ideals of The College of Saint Rose (hereinafter referred to as “the College”) and to encourage member support of Association and College Programs.

Section 3.

Limitations:

The Association is also organized exclusively for one or more of the purposes as specified in Section 501(c) (3) of the Internal Revenue Code. The Association is not formed for pecuniary profit or for financial gain. No part of the net earnings of the Association shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes. Notwithstanding any other provision of these articles, the Association shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170(c) (2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Upon the dissolution of this Association, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c) (3) of the Internal Revenue Code (or corresponding section) of any future federal tax code, or shall be distributed to the Federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the Court of Competent Jurisdiction of the county in which the principal office of the Association is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE II – MEMBERSHIP & MEMBERSHIP MEETINGS

Section 1.

Classes of Membership Authorized:

The Association shall have two classes of members.

Section 2.

Qualification of Members:

Membership in the Association shall be granted as follows:

- Tier One membership shall include all graduates of the College. Tier One Members shall be non-voting members of the Association, unless they are also Tier Two Members.
- Tier Two membership shall consist of active members, including all Alumni Board Members and other members that have opted to become active members. All Tier Two members shall be Voting Members of the Association.

Section 3.

Annual Meeting:

A meeting of the Members entitled to vote shall be held for the transaction of business, as well as the biennial election of Directors, as determined by the Board of Directors.

Section 4.

Special Meetings:

Special meetings of the Members entitled to vote may be called at any time by the Board President, or a majority vote of the Board of Directors, at a meeting of the Board of Directors at which a quorum is present or upon the written request of at least ten (10) percent of the Voting Members of the Corporation qualified to vote at the next Annual Meeting when the request was signed.

Section 5.

Place of Meetings:

Meetings of the Membership shall be held at the principal office of the Association or at such other place, within or outside the State of New York, as may be fixed by the Board of Directors.

Section 6.

Notice of Meetings:

Section 6.1.

Written Notice:

- Written notice shall be given to Members entitled to vote of each meeting of the Membership. Written notice shall state the place, date and hour of the meeting and, unless it is an Annual Meeting, indicate that it is being issued by or at the direction of the person or persons calling the meeting. Notice of a special meeting shall also state the purpose or purposes for which the meeting is called.
- A copy of the written notice of any meeting shall be given personally, by mail, by facsimile telecommunications or by electronic mail to each member entitled to vote at such meeting. If the notice is given personally, by first class mail, by facsimile telecommunications or by electronic mail, it shall be given not less than ten (10) nor more than fifty (50) calendar days before the date of the meeting. If mailed by any other class of mail, it shall be given not less than thirty (30) nor more than sixty (60)

calendar days before such date. If mailed, such notice is given when deposited in the United States mail, with postage thereon prepaid, directed to the member at his/her address as it appears on the record of members, or, if he/she shall have filed with the Secretary of the Association a written request that notices to him/her be mailed to some other address, then directed to him/her at such other address. If sent by facsimile telecommunication or mailed electronically, such notice is given when directed to the member's fax number or electronic mail address as it appears on the record of members, or, to such fax number or other electronic mail address as filed with the Secretary of the Association.

- Notwithstanding the foregoing, such notice shall not be deemed to have been given electronically (1) if the Association is unable to deliver two consecutive notices to the member by facsimile telecommunication or electronic mail; or (2) the Association otherwise becomes aware that notice cannot be delivered to the member by facsimile telecommunication or electronic mail.
- The Association shall send notice of meetings by first class mail to any member who requests in writing that such notices be delivered by such method.

Section 6.2.

Notice by Publication:

Notice may also be served by publication, provided that the Association shall also prominently post notice of such meeting on the homepage of its website continuously from the date of publication through the date of the meeting.

Section 6.3.

Waiver of Notice:

Notice of meeting need not be given to any member who submits a waiver of notice, in person or by proxy, whether before or after the meeting. Waiver of notice may be written or electronic. If written, the waiver must be executed by the member or the member's authorized officer, director, employee, or agent by signing such waiver or causing his signature to be affixed to such waiver by any reasonable means, including, but not limited to facsimile signature. If electronic, the transmission of the waiver must be sent by electronic mail and set forth, or be submitted with, information from which it can reasonably be determined that the transmission was authorized by the member. The attendance of any member at a meeting, in person or by proxy, without protesting prior to the conclusion of the meeting the lack of notice of such meeting, shall constitute a waiver of notice by him/her.

Section 7.

Quorum:

A quorum shall be required for the legal and proper conduct of the business of the Membership. One hundred (100) members or ten percent (10%) of the total members entitled to cast a vote, whichever is less, shall constitute a quorum. When a quorum is once present to organize a meeting, it is not broken by the subsequent withdrawal of any Members.

Section 8.

Adjournment:

A majority of the Members and present at any meeting of the Membership, whether or not a quorum is present, may adjourn any meeting to another time and place. Notice of the adjournment shall be given to all Members entitled to vote who are absent at the time of the adjournment.

Section 9.

Organization:

Section 9.1.

Parliamentary Law:

Robert's Rules of Order, newly revised, shall be the controlling authority on all questions of parliamentary law not covered within the Constitution and By-laws.

Section 9.2.

President:

At all meetings of the Membership, the President of the Board shall preside, or in his/her absence, a Vice-President shall preside, or in his/her absence, another Member of the Board of Directors chosen by the President.

Section 9.3.

Secretary:

At all meetings of the Membership, the Secretary of the Board, or in his/her absence, another Director chosen by the President, shall act as Secretary at the meeting.

Section 10.

Qualification of Voters:

Every Voting Member of record 30 days prior to the holding of any meeting of the Members shall be entitled to one vote upon each proposition coming before the Annual Meeting or any special meetings of the Membership.

Section 11.

Voting:

Section 11.1.

Election of Directors:

Members of the Board of Directors shall be elected by a plurality of the votes cast online, by ballot and/or at a meeting of the Membership except as may otherwise be required by law, the Certificate of Incorporation and/or these By-laws.

Section 11.2.

Other Actions of the Membership:

Whenever any corporate action, other than the election of Directors, is to be taken by vote of the Membership, it shall, except as otherwise may be required by law, the Certificate of

Incorporation and/or these By-laws, be authorized by a majority of the votes cast at such meeting at which a quorum has been present.

Section 11.3.

Voting; Proxies:

Except as otherwise provided in the Certificate of Incorporation or the By-laws, every member entitled to vote at a meeting of members or to express consent or dissent without a meeting may authorize another person or persons to act for him by proxy. No proxy shall be valid after the expiration of eleven (11) months from the date thereof unless otherwise provided in the proxy. Every proxy shall be revocable at the pleasure of the member executing it, except as otherwise provided in this section. The authority of the holder of a proxy to act shall not be revoked by the incompetence or death of the member who executed the proxy unless, before the authority is exercised, written notice of an adjudication of such incompetence or of such death is received by the corporate officer responsible for maintaining the list or record of members.

Without limiting the manner in which a member may authorize another person or persons to act for him as proxy the following shall constitute a valid means by which a member may grant such authority:

- (a) A Voting Member may execute a writing authorizing another person or persons to act for him/her as proxy. Execution may be accomplished by the member or the member's authorized officer, director, employee or agent signing such writing or causing his or her signature to be affixed to such writing by any reasonable means including, but not limited to, by facsimile signature;
- (b) A Voting Member may authorize another person or persons to act for the member as proxy by transmitting or authorizing the transmission of a telegram, cablegram or other means of electronic transmission to the person who will be the holder of the proxy or to a proxy solicitation firm, proxy support service organization or like agent duly authorized by the person who will be the holder of the proxy to receive such transmission, provided that any such telegram, cablegram or other means of electronic transmission shall either set forth or be submitted with information from which it can be reasonably determined that the telegram, cablegram or other electronic transmission was authorized by the member. If it is determined that such telegrams, cablegrams or other electronic transmissions are valid, the inspectors or, if there are no inspectors, such other persons making that determination, shall specify the nature of the information upon which they relied. Any copy, facsimile telecommunication or other reliable reproduction of the writing or transmission may be substituted or used in lieu of the original writing or transmission for any and all purposes for which the original writing or transmission could be used, provided that such copy, facsimile telecommunication or other reproduction shall be a complete reproduction of the entire original writing or transmission.

Section 12.

List of Members at Meeting:

A list or record of members entitled to vote, certified by the Secretary or President, shall be produced at any meeting of the Membership upon the request therefore of any member who has given written notice to the Association that such request will be made at least ten (10) days prior to such meeting. If the right to vote at any meeting is challenged, the inspectors of election, or person presiding thereat, shall require such list or record of Voting Members to be produced as evidence of the right of the persons challenged to vote at such meeting, and all persons who appear from such list of record to be Members entitled to vote thereat may vote at such meeting.

Section 13.

Action by Members without a Meeting:

Whenever Voting Members are required or permitted to take any action by vote, such action may be taken without a meeting upon the unanimous consent of all of the thereon, which consent shall set forth the action so taken. Such consent may be written or electronic. If written, the consent must be executed by the Voting Member or the Voting Member's authorized officer, director, employee or agent by signing such consent or causing his/her signature to be affixed to such waiver by any reasonable means including but not limited to facsimile signature. If electronic, the transmission of the consent must be sent by electronic mail and set forth, or be submitted with, information from which it can reasonably be determined that the transmission was authorized by the Voting Member.

ARTICLE III – DIRECTORS

Section 1.

Function:

All corporate powers, business, and affairs will be exercised, managed and directed under the authority of the Board of Directors (whether defined as directors, managers or trustees in the Certificate of Incorporation).

Section 2.

Governance:

Section 2.1.

Qualification:

Directors shall be chosen by the Voting Members biennially at the Annual Meeting or at the special meeting held in lieu thereof. The final number of Directors for the year shall be fixed, within the limits prescribed by these By-laws, by vote at the meeting when elected, but the members may at any special meeting held for the purpose during the year, increase (within the limits above specified) the number of Directors or remove (either with or without cause being shown) or replace Directors.

Section 2.2.

Board of Directors:

The Board of Directors shall consist of the duly-elected officers of the Board and additional Members at-large.

Section 2.3.

Advisory Board:

The Association and its Board of Directors shall have an advisory board. The members of the Advisory Board are: the College President, a representative from the Past Presidents Council, the Alumni Trustee, Alumni Chapter Presidents, a Faculty Representative, and a Student Association Representative. The Advisory Board shall offer guidance to the Association and may attend meetings of the Association, but are not voting members of the Board of Directors.

Section 2.4

Past Presidents Council:

The Council shall meet at least once a year. They shall select a member to act as Chair of the Council and as a Representative to the Alumni Association Board of Directors. The Council shall perform duties as the Board of Directors or Alumni Association President may designate. The Council may assist the Alumni and the College in activities and programs which benefit the College, but are not voting members of the Board of Directors.

Section 3.

Presumption of Assent:

A Director of the Association who is present at a meeting of the Board of Directors or a committee of the board of directors when corporate action is taken is deemed to have assented to the action taken unless: (i) Such Director objects, at the beginning of the meeting or promptly upon arrival, to holding the meeting or transacting specified affairs at the meeting; or (ii) Such Director votes against or abstains from the action taken.

Section 4.

Number:

The Board of Directors shall consist of not less than three (3) voting members.

Section 5.

Election and Term:

All Director terms shall be for four (4) years, except initial appointments may be for shorter terms. Directors may be elected to an additional four (4) year term. Directors shall be required to vacate their seat on the board for one year after serving two consecutive four-year terms.

Section 6.

Vacancies:

Any vacancy occurring on the Board of Directors may be filled by the affirmative vote of the majority of the entire board. A Director appointed to fill a vacancy shall be appointed for the

unexpired term of his predecessor in office. Any directorship to be filled by reason of an increase in the number of directors may be filled by the Board of Directors, but only for a term of office continuing until the next election of directors. A vacancy that will occur at a specific later date, by reason of a resignation effective at a later date, may be filled before the vacancy occurs; however, the director may not take office until the vacancy occurs.

Section 7.

Removal and Resignation of Directors:

Section 7.1.

Removal:

Every member of the Board of Directors may be removed from office with or without cause by a 2/3 vote of the entire Board of Directors. The notice of a meeting of the board to recall a Board Member or members of the Board of Directors shall state the specific Director(s) sought to be removed. Any such proposed removal of a director at a meeting shall be made by separate vote for each board member sought to be removed. Any Director removed from office shall turn over to the Board of Directors within 48 hours any and all records of the Association in his possession.

Section 7.2.

Resignation:

A Director may resign at any time by delivering written notice thereof to the President of the Board of Directors. Such a resignation is effective when the notice is delivered unless a later effective date is specified in such notice. If a resignation is made effective at a later date, the Board of Directors may fill the pending vacancy before the effective date if the Board of Directors provides that the successor does not take office until the effective date.

Section 8.

Quorum and Voting:

A majority of the number of Directors fixed by these By-laws shall constitute a quorum for the transaction of business. The act of a majority of the Directors present at a meeting at which a quorum is present will be the act of the Board of Directors, unless the action as outlined in Section 11 below, requires a majority or 2/3 vote of the entire board.

Section 9.

Executive and Other Committees:

A resolution, adopted by a majority of the full Board of Directors, may designate from among its members an executive committee and/or other committee(s) which will have and may exercise all the authority of the Board of Directors to the extent provided in such resolution except as is provided by law. Each committee must have three or more members who serve at the pleasure of the Board of Directors. The board may, by resolution adopted by a majority of the full Board of Directors, designate one or more directors as alternate members of any such committee who may act in the place and instead of any absent member or members at any meeting of such committee.

Section 10.

Notice Time and Call of Meetings:

Regular meetings of the Board of Directors will be held without notice on such dates as are designated by the Board of Directors. Written notice of the time and place of special meetings of the Board of Directors will be given to each director either by personal delivery, e-mail or first class mail. Notice of a meeting of the Board of Directors need not be given to any director who signs a waiver of notice either before or after the meeting. Neither the business to be transacted nor the purpose of regular or special meetings of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

A majority of the directors present, whether or not a quorum exists, may adjourn any meeting of the Board of Directors to another time and place. Notice of any such adjourned meeting will be given to the directors who were not present at the time of the adjournment.

Meetings of the Board of Directors may be called by the President of the Association Board or the Director of the Office of Alumni Relations of The College of Saint Rose.

Meetings **must** be called by the President of the Association Board, or the Director of the Office of Alumni Relations of The College of Saint Rose, if at least five (5) Board Members request a meeting be called and make such request in writing to the President of the Association Board, or the Director of the Office of Alumni Relations of The College of Saint Rose.

Section 11.

Actions by the Board:

Section 11.1.

Actions by the Board at a Meeting:

The act of a majority of the directors present at a meeting at which a quorum is present will be the act of the Board of Directors, unless the action requires a majority vote of the entire board.

Actions requiring a 2/3 majority of the entire board include:

- (a) The amendment of the corporate By-laws;
- (b) The election of Officers and/or Directors;
- (c) The removal of Officers and/or Directors.

Any one or more Board Members or of any committee thereof who is not physically present at a meeting of the board or a committee may participate by means of a conference telephone or similar communications equipment or by electronic video screen communication.

Participation by such means shall constitute an “in-person” presence at a meeting as long as all persons participating in the meeting can hear each other at the same time and each director can participate in all matters before the board, including, without limitation, the ability to propose, object to, and vote upon a specific action to be taken by the board or committee.

Section 11.2.

Actions by the Board without a Meeting:

Any action required or permitted to be taken by the board or any committee thereof may be taken without a meeting if all members of the board or the committee consent to the adoption of a resolution authorizing the action. Such consent may be written or electronic. If written, the consent must be executed by the director by signing such consent or causing his or her signature to be affixed to such consent by any reasonable means including, but not limited to, facsimile signature. If electronic, the transmission of the consent must be sent by electronic mail and set forth, or be submitted with, information from which it can reasonably be determined that the transmission was authorized by the Director. The resolution and the written consents thereto by the members of the Board or committee shall be filed with the minutes of the proceedings of the Board or committee. Such consent will have the same effect as a unanimous vote.

Section 11.3.

Participation in a Board Meeting:

One or more persons may participate in a meeting of the Board by means of telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this section shall constitute presence at such meeting.

Section 12.

Interested Directors and Related Party Transactions:

The Association may not enter into any related party transaction unless the transaction is determined to be fair and reasonable and in the Association's best interest at the time of such determination. The Association shall adopt and maintain a policy for the approval or disapproval of Related Party Transactions and said policy shall be deemed to be incorporated herein.

ARTICLE IV – OFFICERS

Section 1.

Officers:

The officers of the Association will consist of an Executive Committee comprised of the following: President, First Vice-President, Second Vice-President, Secretary, and Treasurer.

If a vacancy shall occur for an officer position, the President of the Board shall have the authority to appoint a successor for the term of office upon the approval of a majority of the entire board.

Section 2.

Duties:

The officers of the Association will have the following duties:

- (a) The President shall be the Board President of the Association who generally and actively oversees the business and affairs of the Association subject to the directions of the Board of Directors. Said officer will preside at all meetings of the members and Board of Directors;
- (b) The First Vice-Presidents will, in the event of the absence or inability of the President to exercise his office, become acting president of the organization with all the rights, privileges and powers as if said person had been duly elected the President. The Second Vice-President shall chair the Reunion Committee and both Vice-Presidents shall perform other duties as the board or President may designate;
- (c) The Secretary will oversee and ensure that they maintain all of the corporate and financial records. Furthermore, said person will record the minutes of all meetings of the members and Board of Directors, send all notices of meetings and perform such other duties as may be prescribed by the Board of Directors or the President. Furthermore, said officer shall be responsible for authenticating records of the Association;
- (d) The Treasurer shall retain oversight of all corporate funds and financial records, maintain full and accurate accounts of receipts and disbursements and render accounts thereof at the annual meetings of members and whenever else required by the Board of Directors or the President, and perform such other duties as may be prescribed by the Board of Directors or the President.

Section 3.

Removal and Resignation of Officers:

An officer or agent elected or appointed may be removed by the Board of Directors at any time, with or without cause.

Any officer may resign at any time by delivering notice to the Association. Said resignation is effective upon delivery unless the notice specifies a later effective date. If a resignation is made effective at a later date and the Association accepts the future effective date, the Association's Board of Directors may fill the pending vacancy before the effective date if the Board of Directors provides that the successor does not take office until the effective date of the pending vacancy.

Section 4.

Term of Office:

All officers shall be elected and serve a two (2) year term. No officer shall be elected to the same office for more than two consecutive terms.

ARTICLE V – ELECTIONS

Section 1.

Elections:

Elections for the Board of Directors, including the Officers, shall take place every second year in even numbered years.

Section 2.

Procedure:

The Nominations and Elections Committee shall nominate a slate of Directors, including designated Officers, to the Membership for election.

ARTICLE VI – COMMITTEES

Section 1.

Standing Committees:

The Standing Committees of the Association are: Executive Committee, Finance Committee, Audit Committee, Nominating/Elections Committee, Governance Committee and Reunion Committee.

- (a) Members of standing committees shall be appointed by the Board President for a one (1) year term, except for Executive Committee Members who shall serve a two-year term.
- (b) Each committee must consist of at least three (3) directors.
- (c) The Chair of the Finance Committee shall be the Treasurer.
- (d) The Chairs of all other standing committees shall be annually appointed by the Board President from the members of the committee for a term beginning at the time of the appointment and ending at the close of the fiscal year.
- (e) The Director of the Office of Alumni Relations is an 'ex officio' member of all standing committees herein provided or created by future action of the Board President and/or the Board of Directors.

Section 2.

Other Committees:

The Board President and/or the Board of Directors has the authority to establish such other committees as may be necessary from time to time. Each committee shall consist of at least three (3) directors.

- (a) Members of these Committees shall be appointed by the Board President, for a term beginning at the time of the appointment and ending at the close of the fiscal year, or sooner if the special committee work is completed.
- (b) The chairs of these committees shall be appointed from the committee membership for a term beginning at the time of the appointment and ending at the close of the fiscal year, or when the work of specific committee is completed.

- (c) The Director of the Office of Alumni Relations is an 'ex officio' member of all other committees herein provided or created by future action of the Board President and/or the Board of Directors.

Section 3.

Executive Committee:

The Executive Committee shall have, and may exercise, all the powers of the Board between meetings of the Board, except that it shall not have authority to:

- (a) Fill vacancies in the Board or in any committee.
- (b) Amend or repeal these By-laws, or adopt new By-laws.
- (c) Amend or appeal any resolution of the Board.

By a majority vote of its members, the Board may, at any time, revoke or modify any or all of the Executive Committee authority so delegated, increase or decrease but not below three (3) the number of the members of the Executive Committee, and fill vacancies on the Executive Committee from the members of the Board. The Executive Committee shall keep regular minutes of its proceedings, cause them to be filed with the corporate records, and report the same to the Board from time to time as the Board may require.

Section 4.

Finance Committee:

The Finance Committee shall provide financial oversight for the organization, including budgeting and financial planning, financial reporting, and the creation and monitoring of internal controls and accountability policies. In addition the Committee shall also:

- (a) Review budgets initially prepared by the Treasurer and Finance Committee, to help develop appropriate procedures for budget preparations (such as meaningful involvement by staff), and to ensure consistency between the budget and the organization's plans;
- (b) Report to the Board any financial irregularities, concerns, or opportunities;
- (c) Recommend financial guidelines to the Board (such as to establish a reserve fund or to obtain a line of credit for a specified amount);
- (d) Work with College staff to design financial reports and ensure that reports are accurate and timely;
- (e) Oversee short and long-term investments, unless there is a separate investments committee; and
- (f) Advise the appropriate college staff on financial priorities and information systems, depending on committee member expertise.

Section 5.

Audit Committee:

The Audit Committee shall oversee the accounting and financial reporting processes of the Association and the audit of the Association's financial statements. It will also oversee the preparation of IRS Form 990 and seek Board approval for its filing annually.

The Audit Committee shall also oversee the adoption, implementation of, and compliance with any conflict of interest policy and whistleblower policy adopted by the Association. Only independent directors may participate in any deliberations by this committee or voting relating to matters set forth herein.

Section 6.

Nominating & Elections Committee:

The Nominating/Elections Committee is responsible for ongoing review and recommendations to enhance the quality and future viability of the Board of Directors. The work of the Committee revolves around the following areas:

- (a) Determining the number of open seats for an upcoming year on the Board of Directors;
- (b) In cooperation with the Board President, contacting each Board Member to assess his/her continuing interest in Board membership and term of service and works with each Board member to identify the appropriate role he/she might assume on behalf of the organization.
- (c) Evaluating organizational leadership needs and contacting prospects regarding their potential interest in serving as board member;
- (d) Evaluating the needs for officers of the organization to fill openings for President, Vice President(s), Secretary and Treasurer and proposing a slate of candidates for election to these positions; and
- (e) Leading the assessment of current and anticipated needs related to Board composition, determining knowledge, attributes, skills, abilities, influence, and access to resources the Board will need to consider in order to accomplish future work of the Board.
- (f) Identifies potential Board member candidates and explores their interest and availability for Board service.
- (g) Finalizing a proposed slate of members to serve on the Board of Directors;
- (h) Ensuring elections are carried out according to the By-laws.
- (i) Developing a profile of the Board as it should evolve over time, in cooperation with the Governance Committee.
- (j) Nominates the individuals to be elected as members of the Board.

Section 7.

Governance Committee:

The Governance Committee is responsible for ongoing review of governance policies, such as the By-laws and conflict of interest policies and shall make recommendations to enhance the quality and future viability of the Board of Directors. The work of this Committee revolves around the following areas:

- (a) Board Role and Responsibilities
 1. Leads the Board in regularly reviewing and updating the Board's statement of its roles and areas of responsibility and what is expected of individual board members; and
 2. Assists the Board in periodically updating and clarifying the primary areas of focus for the Board and shapes the Board's agenda for the next year or two based on the strategic plan.
- (b) Board Knowledge
 1. Designs and oversees a process of Board orientation, including gathering information

- prior to election as Board Member and information needed during the early stage of Board service; and
2. Designs and implements an ongoing program of Board information and education.

(c) Board Effectiveness

1. Initiates periodic assessment of the Board's performance as it follows the mission statement. Proposes, as appropriate, changes in Board structure and operations;
2. Provides ongoing counsel to the Board President and other Board leaders on steps they might take to enhance Board effectiveness;
3. Regularly reviews the Board's practices regarding member participation, conflict of interest, etc., and suggests improvements as needed;
4. Periodically reviews and updates the Board's policy guidelines and practices.

(d) Board Leadership

1. Takes the lead in succession planning, taking steps to recruit and prepare future Board members; and
2. Recommends Board members for election as Board officers.

Section 8.

Ad-Hoc Committees:

The Association shall have such other committees as may from time to time be designated by resolution of the Board of Directors. These committees must consist of at least three (3) Board members and may consist of persons who are not also members of the Board and shall act in an advisory capacity to the Board.

Section 9.

Committee Charters:

Annually, each Committee Chair shall publish and cause to be distributed to all committee members a 'Committee Charter' that provides the Committee's charge or mission statement that defines:

- (a) The Committee's purpose;
- (b) Primary goal(s) and objectives; and,
- (c) In the case of special committees, a time frame for completion of committee work.

Unless otherwise provided by the Association's By-laws, meetings of committees shall be held at such time and place as shall be fixed by the respective Committee Chair or by vote of a majority of all of the members of the Committee. Written minutes of the proceedings of all meetings of each committee shall be kept by a member appointed by the Committee Chair and shall be reported at the next regular meeting of the Board.

Section 10.

Meetings and Action of Committees:

Meetings and action of committees shall be governed by, noticed, held, and taken in accordance with the provisions of these By-laws concerning meetings of the Board of Directors, with such changes in the context of such By-law provisions as are necessary to substitute the Committee and its members for the Board of Directors and its members, except

that the time for regular and special meetings of committees may be fixed by resolution of the Board of Directors or by the Committee. The Board of Directors may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these By-laws.

Section 11.

Action by a Committee without a Meeting:

Whenever under the Not-For-Profit Corporation Law a committee is required or permitted to take any action by vote, such action may be taken without a meeting if all directors consent in writing to the adoption of a resolution authorizing such action. The resolution and the written consent thereto by the members of the Board may be done by electronic means and shall be filed with the minutes of its proceedings.

Section 12.

Quorum and Manner of Acting:

Unless otherwise provided by resolution of the Board or these By-laws, a committee must have no less than three (3) members who are board members present. A majority of all members of a committee shall constitute a quorum for the transaction of business, and the vote of a majority of all of the Committee members in attendance shall be the act of the Committee.

ARTICLE VII – CHAPTERS

Section 1.

Chapter Organization:

An alumni chapter of the College may be registered as a Chapter of the Association upon the approval of its constitution by the Board of Directors. Officers of a chapter shall be members of the Association and serve as members of the Advisory Board. The names of such individuals shall be registered with the Secretary of the Association.

Section 2.

Governance:

All governance documents adopted or proposed to be adopted by any Chapter Organization must be submitted to the Association for review and approval prior to adoption or amendment.

Section 3.

Chapter Liability:

The Association shall not be liable for any debt contracted by a chapter.

Section 4.

Chapter Dissolution:

The Board of Directors may disband any nonfunctioning chapter.

ARTICLE VIII – EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

Section 1.

Execution of Instruments:

The Board of Directors, except as otherwise provided in these By-laws, may by resolution authorize any officer or agent of the Association to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the Association by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

Section 2.

Checks and Notes:

Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the Association shall be signed by the Treasurer and/or the President.

Section 3.

Deposits:

All funds of the Association shall be deposited from time to time to the credit of the Association in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 4.

Gifts:

The Director of the Office of Alumni Relations may accept on behalf of the Association any contribution, gift, bequest, or devise for the nonprofit purposes of this Association.

ARTICLE IX – BOOKS AND RECORDS

Section 1.

Corporate Records:

The Association shall keep as records minutes of all meetings of its members and Board of Directors, and committees. Furthermore, the Association will maintain the following records in written form or in another form capable of conversion into written form within a reasonable time: (i) Accurate accounting records; (ii) A record of its members in a form that permits preparation of a list of the names and addresses of all members in alphabetical order by class of voting members; (iii) A copy the Association's Articles of Incorporation and all amendments thereto currently in effect; (iv) A copy of the Association's By-laws or restated By-laws and all amendments thereto currently in effect; (v) Minutes of all members' meetings and records of all action taken by members without a meeting for the past three (3) years; (vi) Written communications of all members generally or all members of a class within the past three (3) years, including the financial statements furnished for the past three (3)

years; (vii) A list of the names addresses of current directors and officers; (viii) A membership book containing in alphabetical order the name and address of each member.

Section 2.

Records Inspection by Members:

A member of the Association is entitled to inspect and copy during regular business hours at a reasonable location specified by the Association any of the records hereinafter set forth of the Association if:

- (a) The member gives the Association written notice of such demand at least five (5) business days before the date on which such member wishes to inspect and copy; and
- (b) Such demand is made in good faith and for proper purpose (defined as a purpose reasonably related to such person's interest as a member); and the member describes with reasonable particularity such member's purpose and the records such member desires to inspect and such records are directly connected with such member's purpose. The records hereinafter set forth are as follows:
 - (i) Excerpts from minutes of any meeting of the Board of Directors, records of any action of a committee of the Board of Directors while acting in place of the Board of Directors on behalf of the Association, Minutes of any meeting of the members, and records of action taken by the members or Board of Directors without a meeting to the extent not otherwise subject to inspection;
 - (ii) Accounting records of the Association;
 - (iii) Record of members;
 - (iv) Any other books and records. The foregoing inspection rights may be exercised by a member, member's agent or member's attorney. It is further provided that the right to copy records includes if reasonable the right to receive copies made by photographic, xerographic or other means. The charge of copies shall be borne and paid in accordance with New York Law. If requested by a member, the Association will comply with such demand by providing the member with a list of its members compiled as of the last record date for which it has been compiled or as of a subsequent date if specified by the member.

Section 3.

Financial Reports for Members:

Copies of all Financial Reports shall be made available to all members at the Annual Meeting. All Financial Reports will also be made available to members upon written request.

ARTICLE X – EMERGENCY POWERS AND EMERGENCY BY-LAWS

The Board of Directors of the Association may adopt By-laws to be effective only in an emergency. An emergency exists if a quorum of the Association's directors cannot readily be assembled because of some catastrophic event. The emergency By-laws may make all provisions necessary for managing the Association during an emergency, including procedures for calling a meeting of the Board of Directors, quorum requirements for the meeting, and designation of additional of substitute director(s). The Board of Directors,

either before or during any such emergency may provide, and from time to time modify lines of succession, if during such emergency any or all officers or agents of the Association are for any reason rendered incapable of discharging their duties. All provisions of the regular By-laws consistent with the emergency By-laws remain effective during the emergency. The emergency By-laws are not effective after the emergency ends. In anticipation of or during any emergency, the Board of Directors may modify lines of succession to accommodate the incapacity of any director, officer, employee or agent; relocate the principal office or designate alternative principal offices of regional offices; or authorize the officers to do so. Unless emergency By-laws otherwise provide, it is hereby provided that:

- (a) Notice of a meeting of the Board of Directors need be given only to those directors who it is practicable to reach and may be given in any practicable manner;
- (b) One or more officers of the Association present at a meeting of the Board of Directors may be deemed to be directors of the meeting in order of rank and within the same rank in order of seniority as necessary to achieve a quorum; and
- (c) The director or directors in attendance at a meeting or any greater number affixed by the emergency By-laws constitute a quorum.

Corporate action taken in good faith during an emergency described herein to further the ordinary affairs of the Association bind the Association and may not be used to impose liability on a corporate director, office employee or agent. An officer, director or employee acting in accordance with any emergency By-laws is only liable for willful misconduct.

ARTICLE XI – DISTRIBUTION AND COMPENSATION

Section 1.

Dividends:

No dividend may be paid nor any part of the income or profit of the Association may be distributed to its members, directors, or officers.

Section 2.

Compensation:

The Association may pay compensation in a reasonable amount to its staff, directors or officers for services rendered, and upon dissolution or final liquidation, may make distributions as permitted under New York Law. Any such payment, benefit, or distribution does not constitute a dividend or distribution of income or profit.

ARTICLE XII – TRANSACTION OF BUSINESS

Section 1.

The Association shall make no purchase of real property, nor sell, mortgage, lease away or otherwise dispose of its real property, unless authorized by a vote of two-thirds of the Board of Directors. Unless otherwise restricted by these By-laws, no vote or consent of the members shall be required to make effective such action by the Board.

Section 2.

Whenever the lawful activities of the Association involve, among other things, the charging of fees or prices for its services or products, it shall have the right to receive such income and, in so doing, may make incidental revenue. All such incidental revenues shall be applied to the maintenance and operation of the lawful activities of the Association, and in no case shall be divided or distributed in any manner whatsoever among the directors or officers of the Association.

Section 3.

All checks or demands for money and notes of the Association shall be signed by such officer or officers as the Board of Directors may from time to time designate.

ARTICLE XIII – MISCELLANEOUS PROVISIONS

Section 1.

The fiscal year of the Association shall begin on the first day of January and end on the 31st day of December.

ARTICLE XIV – INDEMNIFICATION

Section 1.

The Association shall indemnify each person who is or was a, Director, officer, or employee of the Association, or of any other corporation which he/she served as such at the request of the Association, against any and all liability and reasonable expenses that may be incurred by him/her in connection with or resulting from any claim, action, suit or proceeding (whether brought by or in the right of the Association or such other corporation or otherwise), civil or criminal, or in connection with an appeal relating thereto, in which he/she may become involved, as a party or otherwise, by reason of his/her being or having been a Director, officer, or employee of the Association or of such other corporation, or by reason of any past or future action taken or not taken in his/her capacity as such, Director, officer or employee, whether or not he/she continues to be such at the time such liability or expense is incurred, provided such person acted in good faith in what he/she reasonably believed to be the best interests of the Association or such other corporation, as the case may be and, in addition, in any criminal action or proceeding, where he/she had no reasonable cause to believe that his/her conduct was unlawful. As used in this Article, the terms “liability” and “expense” shall include, but shall not be limited to, counsel fees and disbursements and amounts of judgments, fines, or penalties against, and amounts paid in settlement by a Director, officer or employee, other than amounts paid to the Association itself or to such other corporation served at the Association’s request.

Section 2.

The termination of any claim, action, suit or proceeding, civil or criminal, by judgment, settlement (whether with or without court approval) or conviction, or upon a plea of guilty or

of nolo contendere, or its equivalent, shall not create a presumption that a Director, officer or employee did not meet the standards of conduct set forth in the first sentence of this Article, except where there shall have been a judgment rendered specifically finding that the action or conduct of such Director, officer or employee constituted gross negligence or misconduct.

Section 3.

Any such trustee, director, officer or employee referred to in this Article who has been wholly successful, on the merits or otherwise, with respect to any claim, action, suit or proceeding of the character described herein shall be entitled to indemnification as of right. Except as provided in the preceding sentence, any indemnification hereunder shall be made at the discretion of the Association, but only if (1) the Board of Directors, acting by a quorum consisting of directors who are not parties to (or who have been wholly successful with respect to) such claim, action, suit or proceeding, shall find that the trustee, director, officer or employee has met the standards of conduct set forth in the first sentence of this Article, or (2) independent legal counsel (who may be the regular counsel of the Association) shall deliver to it their written advice, that, in their opinion, such trustee, director, officer or employee has met such standards. Expenses incurred with respect to any such claim, action, suit or proceeding may be advanced by the Association prior to the final disposition thereof upon receipt of an undertaking by or on behalf of the recipient to repay such amount unless it shall ultimately be determined that he/she is entitled to indemnification under this Article. The rights of indemnification provided in this Article shall be in addition to any rights to which any person concerned may otherwise be entitled by contract as a matter of law, and shall inure to the benefit of the heirs, executors and administrators of any such person.

ARTICLE XV – PROHIBITION AGAINST SHARING IN CORPORATE EARNINGS

Section 1.

The Association is formed exclusively for purposes for which a corporation may be formed under Section 501(c) of the Internal Revenue Code (or the corresponding section of any future federal tax code) and not for pecuniary or financial gain.

Section 2.

No part of the assets, income or profit of the Association shall be distributable to, or inure to the benefit of, its members, directors or officers, except to the extent, if any, under the Non-Profit Corporation Law and Section 501 of the Internal Revenue Code.

Section 3.

The Association shall not operate any listing service for its members, or take steps which will serve to facilitate the transaction of specific business by its members or promote the private interest of any member, or engage in any activities which would constitute a regular business of a kind ordinarily carried on for profit.

Section 4.

Upon the dissolution of the Association, no member, director or officer shall be entitled to any distribution of its remaining assets, rather its assets shall be distributed to such organizations as are exempt under the provisions of Section 501(c) of the Internal Revenue Code (or corresponding section of any future federal tax code), as may have an exempt purpose similar to the purposes for which this Association is organized.

Section 5.

No part of the activities of the Association shall be carrying on propaganda, or otherwise attempting to influence legislation, or participating in, or intervening in, (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

ARTICLE XVI – AMENDMENTS

Section 1.

By-laws may be adopted, amended or repealed by a majority vote of the entire Board of Directors.

Adopted this _____ day of _____, 2016.

ATTEST:

/s/

James H. Manley, Jr., President

I certify the foregoing to be the true and correct By-laws of the Alumni Association of The College of Saint Rose.