

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

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ARTICLE I – GOVERNANCE

Section 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 2.

Qualification

Directors shall be chosen by the Voting Members annually, as needed, at the Annual Meeting or at the special meeting held in lieu thereof. The final number of Directors for the year shall be fixed, maintaining a minimum of fifteen (15) Directors in addition to the Officers, by vote at the Annual Meeting when elected. 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 3.

Duties

In pursuant to parliamentary law, the following duties shall be undertaken by the designated office holder or as defined below.

President:

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

Meetings of the Board of Directors must be called by the President or the Alumni Office representative. Furthermore, if at least five (5) Board Members make a formal request for a meeting of the Board, the President or aforementioned representative must honor the request and call a meeting within ten (10) business days.

Secretary:

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

Section 4.

Voting

Section 4.1.

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.

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Section 4.2.

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 4.3.

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. Each proxy shall be valid until the expiration, which is deemed eleven (11) months from the date thereof, however, may be shortened or extended if 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

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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 5.

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 6.

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.

Section 7.

Past President's 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 8.

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

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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 9.
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.

ARTICLE II – OFFICER & DIRECTOR DUTIES

**Section 1.
Officer 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 Vice President will, in the event of the absence or inability of the President to exercise their office, become acting president of the organization with all the rights, privileges and powers as if said person had been duly elected the President.
- (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. Said officer shall immediately notify the President of those not in accordance with the attendance policy prior to communication to the board for removal. 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.
- (e) The Parliamentarian shall provide assistance to the President, officers, members, and committees in the interpretation of the Constitution and By-Laws of the Association and on matters of parliamentary proceedings. Furthermore, said officer shall be responsible for keeping of the records and Association history in collaboration with the Secretary and the representative from the Alumni Office at the College. Said officer shall help prepare annual reports to informative to the public and persons of interest to the Association as well as the entry into the history of the Association

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**Section 2.
Director Duties**

The Directors shall be responsible for the transaction of business for the Association. Directors 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. Furthermore, each Director shall serve on a minimum of one (1) Association committee in which does not provide a conflict of interest for their service.

ARTICLE III – ELECTIONS & SUCCESSION

**Section 1.
Elections**

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. Elections for the Board of Directors shall take place every year with the installation of new members at the Annual Meeting as necessary.

**Section 2.
Procedure**

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

**Section 3.
Term of Office**

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.

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.

**Section 4.
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,

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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 5.
Removal and Resignations**

***Section 5.1
Removal of Directors***

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. It shall be required to notify the director(s) at least 10 calendar days prior to the Board meeting at which his/her removal is to be considered that such action shall be taken. 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 5.2
Resignation of Directors***

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 5.3.
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.

ARTICLE IV – COMMITTEES

**Section 1.
Standing Committees**

The Standing Committees of the Association are: Executive Committee, Finance Committee, Audit Committee, Nominations and Elections Committee, Governance Committee, and the Reunion Committee. Specific duties of said committees shall be affixed within the established

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Policies and Procedures Manual of the Association and revised as needed to pursue the mission of the Association.

Section 2. Other Committees

The Board President and/or the Board of Directors have the authority to establish such other committees as may be necessary from time to time.

Section 3. Committee Rules

The established rules shall constitute the governance of committee proceedings whereas:

- (a) Each committee shall consist of at least three (3) directors.
- (b) Membership shall be appointed by the President annually based upon the skills and interest of the Board and Regular Member.
- (c) Chairpersons shall be appointed by the President, as defined in Article VI Section 2 of the Constitution whereas (i) the Chair of the Executive Committee shall be designated as the President of the Association, (ii) the Chair of the Finance Committee shall be designated as the Treasurer of the Association, and (iii) the Chair of the Governance Committee shall be designated as the Parliamentarian of the Association.
- (d) The representative from the Alumni Office is considered an 'ex officio' member of all standing committees herein provided or created in the future.
- (e) Duties of the Committees shall be housed within the established Policies and Procedures Manual of the Association and revised as needed to pursue the mission of the Association.

ARTICLE V – 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. Chapter 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.

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**Section 4.
Chapter Dissolution**

The Board of Directors may disband any nonfunctioning chapter.

ARTICLE VI – EMERGENCY POWERS & SUSPENSION OF 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 of 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 VII – SEVERABILITY

If any portion of this Constitution and By-Laws is declared void, and must be stricken, all other portions of this Constitution and By-Laws remain in effect.

ARTICLE VIII– AMENDMENTS TO CONSTITUTION & BY-LAWS

By-laws may be adopted, amended or repealed by a majority vote of the entire Board of Directors as designated in Article VI Section 6 of the Constitution.