

**CONSTITUTION OF THE ALUMNI ASSOCIATION
OF THE COLLEGE OF SAINT ROSE**

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ARTICLE I – NAME

The name of the Corporation shall be the Alumni Association of the College of Saint Rose, pursuant to the Certificate of Incorporation filed with the New York Secretary of the State on October 19, 1949. The corporate seal shall contain the name of the Association and the year of incorporation as stated here.

ARTICLE II – PURPOSE & MISSION

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.

ARTICLE III – 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 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.

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ARTICLE IV – MEMBERSHIP & VOTING

Section 1.

Classes of Membership

The Association shall have two classes of membership with the following qualifications and duties, respective to their chosen membership.

1. Associate Members: An associate member shall be any person who has an undergraduate and/or graduate degree or certificate from The College of Saint Rose. This class of membership is entitled to be a Voting Member of the Association.
2. Regular Members: A regular member, referred to as “Member,” of the Association shall be any Associate Member which has expressed interest in serving on committees of the Association in tangent and collaboration with members of the Board. This class of membership enjoys the rights given to Associate Members in addition to voting privileges within their chosen committee(s).

Section 2.

Voting

Voting shall take place during general meetings of the Board and meetings of the public. During meetings of the Board, voting members are the officers and directors of the Board, as defined in Article V. Meetings of the public, such as the annual meeting, and annual elections shall constitute voting privileges for regular and associate members as defined in Article IV Section 1, above.

ARTICLE V – ORGANIZATION

Section 1.

Officers

The officers of the Association shall be a President, Vice President, Secretary, Treasurer, and Parliamentarian. All officers must be members of the Association and have served on the Board in a Director capacity for a minimum of one year unless no candidate possesses said qualification. If a vacancy shall occur for an officer position, the President of the Board shall have the authority to appoint a successor for the remainder of the vacated term, upon approval of the majority of the entire board. Each officer shall chair one Association committee, at minimum, at the discretion of the board.

Section 2.

Board of Directors

The Board of Directors (hereinafter referred to as “the Board”) shall be composed of: (a) the officers of the Association; (b) a minimum of fifteen (15) duly-elected officers of the Board (hereinafter referred to as “Director”); and (c) Members at Large. Voting members of the Board are considered officers and directors of the Association. At no time shall there be less than three (3) Directors or Voting Members, pursuant to NYS law.

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Section 3.

Members at Large

Members at Large for the Board shall serve in an advisory capacity and not possess voting rights. Members at Large include: a designated representative of the Past Presidents Council, the Association representative to The College of Saint Rose Board of Trustees, Presidents of Alumni Chapters, duly-appointed representatives of the faculty and student government, and a representative from the Office of Alumni Affairs/Relations at the College.

Section 4.

Function of the Board

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).

ARTICLE VI – MEETINGS

Section 1.

Meetings of the Board

The Board shall have no less than six (6) meetings within the fiscal year, which is deemed January 1 to December 31. All members shall receive notice of the meetings as stated within this constitution and will be required to be present or have filed a proxy vote with the Secretary no later than forty-eight (48) hours prior to the established meeting.

Section 2.

Annual Meeting

A meeting of the Members entitled to vote shall be held for the transaction of business, as well as the annual election of Directors, as determined by the Board of Directors, and the President's appointment of committee Chairpersons. The Annual Meeting shall be published and available to those within the Saint Rose community to attend in audience.

Section 3.

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 4.

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.

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Section 5.

Quorum

Fifty-one percent (51%) of the Board shall constitute a quorum for the transaction of Association business. Only those members, as defined in Article V, can vote on Constitutional issues. Meetings of the public shall also include Regular and Associate Members, as defined in Article IV Section 2, with one hundred (100) members or ten percent (10%) of the total members entitled to cast a vote, whichever is less, shall constitute a quorum.

Section 6.

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 7.

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.