

CONSTITUTION AND BY-LAWS PAUL SMITH'S COLLEGE ALUMNI ASSOCIATION, INC.

REVISION JULY 2018

NAME AND PURPOSE

The name of the corporation shall be the Paul Smith's College Alumni Association, Inc. It is hereinafter referred to as the Association.

The purposes for which the Association is formed are to encourage, promote and cultivate free expression, social activity and good fellowship among the alumni of Paul Smith's College, to maintain and promote loyalty of its alumni to Paul Smith's College, and to assist and promote the interest of Paul Smith's College generally. To do any other act or thing incidental to or connected with the foregoing purposes or in the advancement of, but not for the pecuniary profit or financial gain of its members, directors or officers and to secure the benefit of the Corporation Law. This corporation is a Type A Corporation under Section 201 of the Not-for-Profit Corporation Law.

MISSION STATEMENT

The Paul Smith's College Alumni Association will foster lifelong support for the mission of the college by engaging and promoting the Paul Smith's College experience through a spirit of loyalty and sharing among alumni, community and friends.

PAUL SMITH'S COLLEGE BOARD OF TRUSTEES RESOLUTION

“The Paul Smith's College Board of Trustees does hereby and henceforth recognize the Paul Smith's College Alumni Association as the official, sanctioned alumni organization representing all college alumni, past, present and future.”

Resolution of the Paul Smith's College Board of Trustees passed 8-16-98

ARTICLE I MEMBERSHIP

1. GROUPS.

- a. Board of Directors - Is made up of not less than 9 nor more than twenty-four (24) voting members of the Association which are elected by the Association from the membership to represent the Association with alumni/college business.
- b. Council - Is composed of those individuals defined under article VII section two (2) of these Bylaws.

- c. Association - All Paul Smith's College graduates, recognized alumni and honorary members.
2. ELIGIBILITY. Members of the Alumni Association of Paul Smith's College shall be:
 - a. All graduates of Paul Smith's College.
 - b. All non-graduates of Paul Smith's College who have left under conditions of honorable dismissal.
 - c. Honorary members as appointed by the Board of Directors.
3. VOTING RIGHTS. All Board of Director and Association members shall have voting rights.

ARTICLE II MEETINGS

1. REGULAR MEETINGS. There shall be at least three (3) regular meetings of the Board of Directors held at a time and place as the Board of Directors shall determine.
 - a. Notice of the regular meetings shall be given thirty (30) days advanced notice by the President. Notice of regular meetings must be in writing (post, e-mail) to each member entitled to vote at such meeting. If mailed by post, such notice is given when deposited in the United States mail, with postage prepaid, directed to the member at his or her address as it appears on the record of members, or, if he or she shall have filed with the secretary a written request that notices be mailed to him or her at some other address, then directed to him or her at such other address.
2. SPECIAL MEETINGS. Special meetings of the Board of Directors may be requested by any six (6) members of the Board. The President is to call the special meeting within thirty (30) days of the request(s).
 - a. Notice of the special meeting(s) shall be given fifteen (15) days advanced notice by the President. Notice of special meetings must be in writing (post, e-mail) to each member entitled to vote at such meeting. If mailed by post, such notice is given when deposited in the United States mail, with postage prepaid, directed to the member at his or her address as it appears on the record of members, or, if he or she shall have filed with the secretary a written request that notices be mailed to him or her at some other address, then directed to him or her at such other address.
3. ANNUAL MEETINGS. There shall be one (1) annual meeting of the Association as determined by the Board.

- a. Notice of the annual meeting is communicated by Paul Smith's College either in writing or social media sixty (60) days advanced notice before the date of the meeting.
 - b. Association members shall have the right to vote on Association matters at all meetings of the Association in person or by proxy.
4. **QUORUM.**
- a. Twenty (20) members of the Association shall constitute a quorum for the annual meeting.
 - b. One Third ($\frac{1}{3}$) of the members of the Board listed on the current roster shall constitute a quorum for any regular or special meeting of the Board of Directors.
5. **MINUTES.** The minutes of any meeting, annual, regular or special are to be reviewed and approved at the next scheduled meeting of the Board of Directors.

ARTICLE III BOARD OF DIRECTORS

1. **ADMINISTRATION.** The administration of the affairs of the Association shall be vested in the Board of Directors.
2. **TERM.** Directors shall assume office at the close of the annual business meeting at which their election is declared and shall serve for three (3) years.
3. **DUTIES.** The Board of Directors shall manage the business of the Association. It shall make a report at the annual meeting of the members in accordance with Section 519 of the Not-For-Profit Corporation Law of the State of New York.
4. **DIRECTOR EXEMPT.** Any Director who has served two (2) or more full terms and wishes to remain active on the Board of Directors shall have the option of assuming the position of Director Exempt.

A Director Exempt:
 - a. may attend any and all meetings of the Board of Directors, but without vote
 - b. may participate in any and all discussions of the Board of Directors
 - c. may serve without vote on any committees of the Board of Directors
 - d. may not hold elective office on the Board of Directors
 - e. shall not be held to attendance requirements as stated elsewhere in these By-Laws
 - f. shall receive all communications afforded to the Board of Directors.

ARTICLE IV OFFICERS

1. **ELIGIBILITY.** The officers of the Association shall be a President, a Vice President, a Secretary and a Treasurer; all of whom must be members of the Association, Board of Directors and graduates of Paul Smith's College.
2. **DUTIES OF THE PRESIDENT.** The President shall preside at meetings of the Association and of the Board of Directors and of the Alumni Council, be a member of all committees ex-officio except the Nominating Committee and appoint all committee chairpersons.
3. **DUTIES OF THE VICE PRESIDENT.** In the absence of the President, the Vice President shall assume the duties of the President. In the case of a vacancy in the office of the President, the Vice President shall act as President until the office is filled at the next annual meeting of the Association.
4. **DUTIES OF THE SECRETARY.** The Secretary shall be the recording officer of the Association and the custodian of its records, except such as are specifically assigned to others, as the Treasurer's books, alumni director's records and recordings, etc. In addition to keeping the records of the Association and the Board of Directors and the minutes of the meetings, it is the duty of the Secretary to keep a register or roll when required. The records shall be kept in the custody of the Alumni Relations Manager/Director at the Alumni Office at all times when applicable. The Secretary shall perform such other duties as may be required by the President or the Board of Directors.
5. **DUTIES OF THE TREASURER.** The Treasurer shall hold the funds deposited with him or her and pay them out on the order of the Board of Directors. He or she shall report annually and at such other times as required. All funds and record of funds shall be in the custody of the Alumni Relations Manager/Director at the Alumni Office and the funds shall be deposited in the appropriate bank accounts.

ARTICLE V ALUMNI TRUSTEES

1. **BOARD REPRESENTATION.** The Alumni Association of the College shall be afforded the due opportunity to nominate graduates of the College to fill any vacancy on the Board of Trustees of Paul Smith's College. The Alumni Association Board of Directors shall submit any nominations to fill any such vacancy to the Chairman of the Trustee Committee at any time. Such nomination shall be duly considered by the Trustee Committee, providing at least thirty (30) days have elapsed since the submission of the name by the Alumni Association, to the Board of Trustees for consideration. Such nominations, identified as that of the Alumni Association, shall be included in the report on nominations prepared by the Trustee Committee. In addition, the Trustee Committee shall be free to seek out

nominations and shall identify such nominations as its own on its report on nominations.

ARTICLE VI CHAPTERS

1. ORGANIZATION.

- a. All Paul Smith's College Alumni Association Area and Theme Chapters shall consist of a group of alumni authorized by the Board of Directors, which shall grant authorization when activity warrants.
- b. Any group of ten (10) or more Alumni, not represented by a Paul Smith's College Alumni Chapter, may petition the Board of Directors, through the Alumni Relations Manager/Director of Alumni Office, for recognition as a Chapter of the Association.
- c. Said petition will be presented to the Board of Directors at its next regularly scheduled meeting. After recognition by the Board of Directors, notice of establishment of said Chapter shall be sent to all active members of the newly recognized group.
- d. The Secretary of the Association through the Alumni Relations Manager/Director shall call, within sixty (60) days of such notice, a meeting of all eligible members of said Chapter for the purpose of electing officers.
- e. No Chapter shall use the name "Paul Smith's College" or "Paul Smith's College Association" without written authorization of the Board of Directors.
- f. The Board of Directors of the Paul Smith's College Alumni Association reserves the right to approve or reject any application of a new Chapter by a vote of the majority of the directors present and voting.
- g. The Board of Directors of Paul Smith's College Alumni Association reserves the right to revoke the certification of a Chapter if they do not comply with the Paul Smith's College Alumni Association Chapter By-Laws.

2. NOTIFICATION. The Secretary of the Association through the Alumni Relations Manager/Director of the Alumni Office will notify members about a new Chapter and its officers in the next issue of the Association's official publication.

3. CHAPTER OFFICERS. There shall be a Chairperson and a Secretary elected in

each Chapter. The term of office shall be one (1) year. Any officer may succeed him or herself in office.

4. ELECTIONS.

- a. Nominations for officers of each Chapter shall be made from the floor and elections shall be conducted by vote. The elected must receive a majority of the members present.
- b. Chapters shall notify the Alumni Relations Manager/Director of the Alumni Office of the results of the election within one (1) month.
- c. If the election of Chapter officers are not conducted by the time prescribed herein, and the method so described, the Board of Directors may appoint officers of the Chapter for the term of one (1) year.
- d. The outgoing chairperson of the Chapter shall report to the President of the Association the name of the newly elected officers of the Chapter prior to the Annual meeting.

5. BY-LAWS. Each Chapter shall make By-Laws not inconsistent with the By-Laws of the Association and shall file their By-Laws with the Alumni Relations Manager/Director of the Alumni Office via the By-Laws committee of the Board of Directors.

6. REPORTS. Each Chapter shall file an annual report with the Alumni Relations Manager/Director of the Alumni Office prior to the Annual meeting.

7. COUNCIL FUNCTIONS. Each Chapter chairperson or his or her accredited representative shall represent the Chapter at all meetings of the Alumni Council in person if possible. If not possible, representation will be made in writing.

**ARTICLE VII
ALUMNI COUNCIL**

1. FORMATION. There shall be a Paul Smith's College Alumni Council which shall be called the Alumni Council.

2. PURPOSES. The purpose of the Alumni Council shall be to strengthen the relations between Paul Smith's College and its alumni and their communities by interpreting and disseminating accurate information concerning Paul Smith's College, and collecting and correlating current opinion and suggestions to present to the Board of Directors and Paul Smith's College authorities. To be an integral supporting body of Paul Smith's College and its goals, i.e. to give financial support through such

activities as fund drives, etc. To work with the advice and coordination of the Alumni Relations Manager/Director of Paul Smith's College. To encourage alumni to keep up their interest in the College after their student years. To communicate with the Alumni body through newspaper, mailers, electronic notifications etc. To provide social opportunities for Alumni, such as reunion to sustain active interests in alumni.

3. MEMBERSHIP. The Alumni Council shall be composed of the following:
 - a. The members of the Board of Directors of the Association.
 - b. The Paul Smith's College Alumni Relations Manager/Director.
 - c. Alumni Club presidents or their authorized representatives.
 - d. Other alumni who are designated by the Board of Directors which may include class president, past presidents of the Alumni Association, faculty members who are alumni, officers, faculty and students of the college.

ARTICLE VIII COMMITTEES

1. COMMITTEE ROSTER. There shall be nine (9) standing committees of the Board of Directors. Each committee will have individual descriptions framing the scope of responsibilities and purpose. Committee descriptions will be reviewed and voted on by the Board annually (Annual meeting by the Board or the selection of a new president). A two thirds ($\frac{2}{3}$) vote of the members present is required for adoption.

(1) Alumni/Student Affairs	(4) Historical	(7) Awards/Scholarships
(2) By-Laws/Procedure/Policy	(5) Nominating	(8) Campground
(3) Development	(6) Social/Reunion	(9) Audit
2. APPOINTMENTS. Chairpersons of all committees shall be appointed by the President of the Board of Directors.
3. SPECIAL COMMITTEES. The President shall have the authority to establish special/ad hoc committees as he/she deems appropriate. Committees may exist no more than one (1) year from the time of inception. For special ad/hoc committees to exist beyond one (1) year, they must be voted on by the Board and receive a two third ($\frac{2}{3}$) vote of the members present for adoption.
 - a. Special/ad hoc committees - formed or used for specific or immediate problem(s), task(s) or need(s), non-generalizable, and not intended to be able to be adapted to other purposes.

**ARTICLE IX
STAFF**

1. **ALUMNI RELATIONS MANAGER/DIRECTOR.** Serves as the primary contact with alumni constituents including Alumni Board of Directors and Council members and is responsible for managing alumni programs and maintaining College and Board relations.
2. **APPOINTMENTS.** The Alumni Relations Manager/Director shall be appointed by the President of Paul Smith's College.
3. **DUTIES.** The Alumni Relations Manager/Director shall, perform such duties as pertains to the Paul Smith's College Alumni Relations Manager/Director job description. The Alumni Relations Manager/Director can participate in all meetings of the Alumni Board and Council, with the exception of Nominating, and the committee meetings of the Board of Directors without a vote.

**ARTICLE X
FUNDS OF THE ALUMNI ASSOCIATION**

1. **FINANCING.** The funds of the Association when applicable shall consist of:
 - a. An Executive Fund
 - b. Such other funds as the Board of Directors shall from time to time as determined.

**ARTICLE XI
NOMINATIONS AND ELECTIONS**

1. **NOMINATING COMMITTEE.** The Nominating Committee shall propose annually one (1) candidate for each vacancy among the Directors. No candidate's name shall be presented without his or her consent. The report of the Nominating Committee shall be published in an Alumni Publication before the annual meeting with notice of the provision for independent nominations.
2. **INDEPENDENT NOMINATIONS.** Any member of the Alumni Association may request to be a candidate for the Board of Directors by petitioning the Board of Directors by certified mail or by personally delivering a written petition to any officer of the Association or the Alumni Relations Manager/Director, requesting that his or her name be placed in nomination. The Nominating Committee shall have the right to solicit applications from alumni to serve on the Board of Directors.
3. **BALLOTS.** Before the Annual meeting of the members of the Alumni Association, the Nominating Committee shall cause to be distributed to each member through the Alumni Publication, or by any other means, a printed ballot

containing the name of the candidates proposed by the Nominating Committee and any independent nominations.

4. VOTING. To vote a member must return the printed and signed ballot not later than the date to be stated on the ballot as the last valid date for casting a vote. A plurality of all votes cast shall constitute an election.

ARTICLE XII RESIGNATIONS

1. WRITTEN RESIGNATIONS. Resignations of Directors, officers, council members and committee members shall be in writing (post, e-mail), and shall take effect upon receipt by the Board of Directors.
2. INVOLUNTARY RESIGNATIONS. Board and Council members may be dismissed by a two thirds (2/3) vote of the Board of Directors, if by their actions they demonstrate an attitude detrimental and/or unproductive to the business of the Board. The individual is afforded the opportunity of addressing the Board before the vote.

ARTICLE XIII VACANCIES

1. BOARD OF DIRECTORS VACANCIES. In the event a vacancy shall occur on the Board of Directors, the vacancy shall be filled by a majority vote of the remaining members. The person filling the vacancy, shall have the opportunity of running for a full new term when the appointment term expires.

ARTICLE XIV ELECTION OF OFFICERS

1. OFFICERS. The Board of Directors shall elect one (1) of their number President; one (1) of their number Vice-President; one (1) of their number Secretary; and one (1) of their number Treasurer. The terms of all officers shall be for two (2) years. The President is limited to two (2) consecutive terms. Terms of office shall commence at the end of the annual Association meeting and run until the end of the annual Association meeting two (2) years hence. Nominations and elections shall be held at a meeting prior to the annual Association meeting.

**ARTICLE XV
PROCEDURE**

1. Robert Rules of Order as last revised shall govern the proceedings of all meetings of the Association, of the Board of Directors and of the Council.
2. **NORMS.** The Alumni Board shall review on a set of norms in which to operate under at the first meeting of the newly elected President.
3. **MISSION STATEMENT.** The Alumni Board shall review on a mission statement in which to operate under at the first meeting of the newly elected President.
4. All meetings of the Association, Board of Directors and Alumni Council shall be in accord with the Not for Profit Corporation Law of the State of New York.

**ARTICLE XVI
FISCAL YEAR**

1. The fiscal year of the Association and Chapters shall end on June 30th each year.

**ARTICLE XVII
CONFLICT OF INTEREST**

1. Each Director shall be responsible for compliance with the Corporation's "Conflict of Interest Policy" and each Director shall upon appointment and annually thereafter be required to sign a statement of acknowledgement, understanding and acquiescence to the policy. Each signed statement shall be kept at the offices of the Corporation.
2. On any matter being considered by the Board of Directors, at a duly constituted meeting, if a Director has any personal or other interest which could be construed as conflicting with the interest of the Association or any of its related corporate entities, he/she shall so advise the President prior to the discussion of the issue. The Director may not participate in the discussion, remain in the meeting for the discussion, or vote on the issue unless and until the Audit Committee determines that the conflict does not exist.

**ARTICLE XVIII
REFERENCE TO CERTIFICATE OF INCORPORATION**

References in these Bylaws to the Certificate of Incorporation shall include all amendments thereto or changes thereof unless specifically excepted by these Bylaws. In the event of a

**ARTICLE XXIX
AMENDMENTS**

1. AMENDMENTS. These By-Laws may be amended by a $\frac{2}{3}$ vote of the members present at an annual meeting, or at any special meeting duly called for that purpose. Proposed amendments shall be submitted in writing to the Chairperson of the By-Laws Committee. The proposed amendments must then be presented to the Board of Directors at least thirty (30) days prior to the date of the annual meeting or the special meeting.

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