



**CONSTITUTION AND BY-LAWS
OF THE
SUNY COLLEGE AT ONEONTA
ALUMNI ASSOCIATION, INC.**

ARTICLE I — NAME

The name of the Corporation shall be the SUNY College at Oneonta Alumni Association, Inc.

The Corporation is formed as an incorporated association (referred to herein as the “Association”) of the graduates of the State University of New York College at Oneonta; State University College at Oneonta, New York; Oneonta State Teacher’s College; and the Oneonta Normal School, or any of their predecessors. It is subject to the supervision of the State University of New York, as consistent with the by-laws and mission of the Corporation.

ARTICLE II — MISSION, VISION, VALUES

Mission

To connect, engage, support and celebrate the graduates of SUNY Oneonta and cultivate pride in SUNY Oneonta.

Vision

To build a premier association which sustains lifelong relationships with alumni, students, faculty, staff, and friends that supports the success of SUNY Oneonta.

Values

The values of the Association include:

- Engaging alumni and students
- Celebrating the best of Oneonta
- Building lifelong relationships
- Delivering quality programs and services to alumni
- Promoting pride for Oneonta
- Informing alumni

ARTICLE III — FISCAL YEAR

The fiscal year for the Association may be from July 1 to June 30.

ARTICLE IV — MEMBERSHIP

All graduates of the State University of New York College at Oneonta or its predecessor institutions may be members. Graduates include those who have been awarded a diploma, baccalaureate, or master’s degree.

ARTICLE V — GOVERNANCE

Section 1: Responsibilities

The Board of Directors of the Association shall be the governing body and shall carry out its mission and policies. To the extent feasible, the Board should be representative of the degree programs of the college and reflect the geographic, class year, and career diversity of its alumni.

The Board of Directors may:

- a. Establish policy and programs necessary to carry out the mission of the Association;
- b. Approve an annual operating budget for the Association; and
- c. Consult on the appointment of a Director of Alumni Engagement, in such manner as established by the President of the College.

Section 2: Board of Directors

The Board of Directors shall consist of no less than fifteen (15) members, but no more than thirty (30) members. This includes the officers of the Association (5), and up to twenty-five (25) at-large members. In addition, the Board of Directors may include three (3) ex-officio members, two (2) student directors, and up to three (3) honorary directors.

Section 3: Officers

The officers of the Association are a President, a Vice-President, a President-Elect (one (1) year, alternates with Past President), Past President (one (1) year, alternates with President-Elect), Treasurer, and a Secretary; all of whom may be elected by and from among the members.

President: The President shall:

- a. Perform and carry out decisions of the Board; Preside at all meetings of the Board;
- b. Be an ex-officio member of all committees;
- c. Appoint the Executive Committee and all other committees and committee chairs of the Association; and
- d. Acting in accordance with requirements of the Association's Bylaws, may exercise the other normal tasks of such office.

President-Elect: The President-Elect may perform such other duties as directed by the President and the Board.

Past President: The Past-President may perform such other duties as directed by the President and the Board.

Vice-President: The Vice-President shall:

- a. Perform the duties of the President on all occasions when the President is absent, disabled, or unable to fulfill the duties of the President and, in so acting, shall have the powers of the President;
- b. Preside at meetings in the President's absence; and
- c. Perform other duties at the request of the President and the Board.

Treasurer: The Treasurer of the Association shall be the Chair of the Finance Committee and shall be responsible for the oversight of all fiscal affairs of the Association.

Secretary: The Secretary shall:

- a. Maintain a record of the proceedings of all meetings of the Board of Directors and of all other matters of which a record may be deemed advisable by the Board;
- b. Keep a roll of the members and may issue notices of all meetings of the Board.
- c. Report to the Board at each general meeting and at any other time as required; and
- d. Serve as the Co-Chair of the Board Leadership and Governance Committee.

Officers may serve no more than two (2) consecutive two (2) year terms in the same office. The term in office may supersede the term limit of six (6) years.

Section 4: At-Large Board Members

The Board of Directors may consist of no more than twenty-five (25) at-large members.

Unless otherwise specified at the time of election, each elected at-large member shall serve a three (3) year term of office, beginning at the end of the general meeting at which he/she is elected.

The terms of office of elected at-large members may be staggered so that approximately one-third (1/3) expire each year. An elected at-large member may serve no more than two (2) consecutive three (3) year terms. After one year, that former member-at-large could again be nominated and elected for two (2) consecutive three-year terms.

Nominations for election of at-large members will be brought forth by the Board Leadership and Governance Committee, chaired by the Secretary of the Association. Election to the Board of Directors for at-large members

requires a majority vote of the Board. Elections may be conducted by telephone, mail, or at in-person or virtual Board meetings.

Any member of the Board may resign at any time by giving written notice of such to the Board President and such resignation may be effective immediately upon receipt.

Section 5: Executive Director

The Director of Alumni Engagement shall serve as Executive Director of the Board. The Executive Director is the chief administrative officer of the Association and is responsible to the Board. The Executive Director shall:

- a. Carry out the policies and programs of the Board;
- b. Safeguard the assets of the Association;
- c. Manage the Association's finances and funds under the direction of the Treasurer;
- d. Supervise the banking, credit, legal and insurance affairs of the Association;
- e. Oversee the day-to-day operations and activities of the Association; and
- f. Perform all other duties assigned by the President or Board.

Section 6: Ex-Officio Members

The President of the College (or the President's designee), the Vice President of College Advancement, and the Director of Alumni Engagement (or the equivalent of such offices should the title change) shall serve as ex-officio members. In accordance with The State University of New York Guidelines for Campus-Related Alumni Associations, dated April 29, 2003, ex-officio members shall have voting privileges.

Section 7: Student Members

- a. A maximum of two (2) undergraduate Student Members may be elected as voting members for a term of one (1) year after which a student may be eligible for re-election. The students may be recommended to the Board Leadership and Governance Committee by the Coordinator of Recent Alumni and Student Programs, Associate Director of Alumni Engagement, Director of Alumni Engagement, President of the Student Association, and the Vice President for Student Development.
- e. Nominations for election of Student Members will be brought forth by the Board Leadership and Governance Committee, chaired by the Secretary of the Association. Election to the Board of Directors for Student Directors requires a majority vote of the Board at any meeting. The one (1) year term for Student Directors may begin on the first day of the month immediately following the Board's approval. Elections may be conducted by telephone, mail, or at in-person or virtual Board meetings.

Section 8: Honorary Members

Honorary membership in the Alumni Association recognizes individuals who have shown outstanding commitment to the Alumni Association.

Honorary membership in the Alumni Association is awarded to members of the Oneonta community who have:

- a) had a significant and sustained impact on the lives of alumni and students; or
- b) who foster the relationships between and among alumni and students and the SUNY Oneonta community at-large; or
- c) have made outstanding contributions to the Alumni Association; or
- d) who embody the mission, vision and values of the Alumni Association.

Eligibility for honorary membership is limited to those who are not graduates of SUNY Oneonta.

- a. Nominations for honorary membership will be brought forth by the Board Leadership and Governance Committee. Election to the Board of Directors for Honorary Members requires a majority vote of the Board at any meeting. The one (1) year term for Honorary Members may begin on the first day of the month

immediately following the Board's approval. Elections may be conducted by telephone, mail, or at Board meetings.

Honorary Directors shall be entitled to such of the privileges of alumni members as shall be determined by the Board of Directors from time to time, except the rights to:

- a) serve as directors of the Alumni Association;
- b) hold any office in the Alumni Association expressly reserved for members;
- c) vote for members of the Alumni Association; and
- d) vote for amendments to this Constitution.

ARTICLE VI – MEETINGS

Section 1: Regular Meetings

Regular meetings of the Board of Directors may be held four (4) times per year — in the summer, fall, winter and spring. Notice of each meeting may be given at least three (3) weeks prior to the date of the meeting. The Executive Committee has the authority to meet as a group in lieu of one of these four meetings.

Attendance in person by Members is strongly preferred. Members of the Board, or any committee, may participate in meetings via teleconference. Any Board member who is unable to attend a regularly scheduled Board meeting, or a committee meeting, either in person or via teleconference, should notify the Board President and/or appropriate Committee Chair.

Section 2: Special Meetings

Special meetings of the Board may be called at any time by the President or a majority of Directors.

Section 3: Annual Meeting

The annual meeting of the members of the Association, for the election of directors and for the transaction of such other business as may properly come before the meeting, shall be held on the SUNY Oneonta Campus and virtually during Alumni Weekend. This meeting is open to all alumni and will be advertised in advanced through Alumni Weekend marketing efforts, emails, and the Association's website.

Section 4: Absence of Directors

Any Board member or Officer that misses two (2) regular board meetings during the twelve (12) month period beginning January 1 and ending December 31, without a justification considered acceptable by the Board, may be removed from the Board. The President or Director of Alumni Engagement may notify said member of their removal and the Board may appoint a replacement to serve the unexpired term until a formal election can be held. Any elected Board members may be removed by the affirmative vote of two-thirds of the Board members at a duly constituted meeting.

Section 5: Compensation

No Officers, At-Large Board Members, Ex-Officio Members, Honorary Directors, or Student Members shall receive compensation from the SUNY College at Oneonta Alumni Association, Inc. for services performed.

Section 6: Quorum

At all meetings of the Board, a minimum of fifty percent (50%) of all members may be necessary and sufficient to constitute a quorum for the transaction of business. The action of a majority of voting members present at any meeting at which there is a quorum may be the act of the Board, except where otherwise specifically required by statute or these Bylaws. If there is less than a quorum present at any meeting, a majority of those present may adjourn the meeting until a quorum is present.

All matters shall be decided by a majority vote of those members eligible to vote present, except as otherwise provided by statute or these Bylaws. Each voting member may be entitled to one vote on each issue presented.

ARTICLE VII — COMMITTEES

The President may appoint all at-large Board members to serve on one or more committees of the Association. Committees include, but are not limited to:

Executive Committee: Establishes the agendas for Board meetings and retreats; makes decisions for the Board if a situation arises where it is not practical to pull the entire Board together. This Committee includes all Officers and no more than two (2) at-large members. The chair of the Executive Committee is the President.

Finance Committee: Provides direction for the entire Board for fiscal responsibility; regularly review the organization's revenues and expenditures, balance sheets, and investments; approves the annual budget; and submit the annual budget to the full Board for approval. The chair of the Finance Committee is the Treasurer.

Audit Committee: The Audit Subcommittee will be composed solely of independent Directors in order to assure the independence of the Association's financial auditors. The Audit Subcommittee shall review the Association's critical accounting policies and decisions, the adequacy of the Association's internal control systems, and shall oversee the accuracy of the Association's financial statements and reports. The Audit Committee will be empowered by the Board to choose the auditors.

Awards and Scholarship Committee: Reviews the materials submitted for each nominee and selects those persons whose achievements most closely fit the category for which they have been nominated and who are deemed most deserving of the recognition. The names of those selected by a vote of general consensus are then shared with the Board of Directors. The Committee also selects 9/11 Memorial Scholarship recipients annually; and, engages scholarship recipients in alumni activities.

Affinity Programs and Alumni Weekend Committee: The Committee in conjunction with the Office of Alumni Engagement to ensure a successful Alumni Weekend as well as affinity group programs and that involve students, faculty, staff, alumni, and the entire SUNY Oneonta community. The committee is charged to think creatively and strategically about the marketing, promotion and volunteer structures to expand and enrich these programs.

Board Leadership and Governance Committee: Identifies, interviews, and recommends prospective new Board members to the Board of Directors; clarifies expectations for all Board members; periodically assesses Board member performance; recommends a slate of officers to the Board of Directors; and coordinates orientation of new Board members. The Committee also reviews the by-laws and all other Association policies; defines what constitutes possible conflicts of interest; establishes procedures to deal with real or possible conflicts and annually discloses any such possible conflicts for Board members and officers. The co-chairs of the Committee on Board Leadership are the Secretary and an officer or Board member appointed by the President.

Recent Alumni, Student, Marketing, and Benefits Committee: Creates programs that foster the next generation of volunteers and seeks to connect alumni to students. Coordinates with Board members to recruit recent graduates for volunteer leadership opportunities. Seeks to enhance the awareness among students and recent graduates of their lifelong connection to SUNY Oneonta and the role of the Alumni Association. Monitors and makes recommendations on communications (including the use of new technologies) between the Alumni Association and its alumni, and assesses the benefits and services available to all alumni.

Ad Hoc Committees and Task Forces may be appointed as needed, by the President. Staff liaisons will be assigned to each committee.

ARTICLE VIII — REGIONAL ALUMNI AND AFFINITY GROUP EVENTS

The Association may establish regional alumni and affinity group networks. Regional alumni and affinity group activities may be planned according to alumni demographics and interests, and will be coordinated by the Association in partnership with the Office of Alumni Engagement.

ARTICLE IX: LIABILITY

The directors, officers, and employees of this Association shall not be personally liable for the payment of any debts of this Association or obligations of this Association of any nature whatsoever, nor shall any property of any director, officer or employee be subject to the payment of the debts or obligations of this Association to any extent whatsoever.

A director or officer of the Association shall not be personally liable to the Association or its members for monetary damages of breach of fiduciary duty as a director or officer, except for liability related to:

- a. Any acts or omissions not in good faith; or
- b. Any acts or omissions that involve intentional, purposeful, or reckless misconduct or a knowing violation of the law; or
- c. Any transaction from which a director or officer derived an improper personal benefit.

ARTICLE X — AMENDMENTS

The Constitution and By-Laws may be amended at any Annual Meeting by a two-thirds (2/3) majority vote of the Board of Directors.

ARTICLE XI — RULES OF ORDER

The business of the Board of Directors may be conducted in accordance with Robert's Rules of Order, except as herein otherwise provided.

ARTICLE XII— DISSOLUTION

In the event of dissolution, the assets of this Association shall be transferred to the College at Oneonta Foundation or the SUNY College at Oneonta itself, as determined by the Board of Directors of the SUNY College at Oneonta Alumni Association, Inc., with the original intents and restrictions of the donors in mind.

Approved by vote of the Alumni Association Board of Directors, June 8, 2018, Annual Meeting.

Updated by vote of the Alumni Association Board of Directors, June 11, 2020, Annual Meeting.