

STATE UNIVERSITY OF NEW YORK

COLLEGE AT BROCKPORT

ALUMNI ASSOCIATION

Mission Statement

The SUNY Brockport Alumni Association, as the enduring and permanent constituency, endeavors to promote lifelong relationships between Brockport alumni and their Alma Mater. The Association is dedicated to serving and representing the alumni and friends of the College. The Association seeks to partner with the College in activities that support the mission and goals of the College.

CONSTITUTION & BY-LAWS

Ratified July 13, 2010

CONSTITUTION

ARTICLE I NAME

Section 1. This Association (sometimes also referred to herein as the “corporation”) shall be known as the State University of New York College at Brockport Alumni Association, Inc., with the principal office located in the Village of Brockport, Town of Sweden, County of Monroe, State of New York. The Brockport Alumni Association is a non-profit corporation organized and existing pursuant to the Not-for-Profit Corporation Law of the State of New York. The Association’s Certificate of Incorporation was filed in 1969 with the Secretary of States Office, with the due consent of the Commissioner of Education.

ARTICLE II PURPOSES

The following purposes are in support of the mission statement that appears on the front of this document.

- Section 1. To plan, implement and maintain programs and activities that foster alumni and College Relations.
- Section 2. To maintain communication between the Alumni Association and its constituents.
- Section 3. To relate alumni interests to the college community, the State University of New York and the government of the State of New York.
- Section 4. To honor and recognize distinguished alumni and friends of the College.
- Section 5. To support the goals of the College and the initiatives that will increase the financial resources of the College.

ARTICLE III MEMBERSHIP

- Section 1. Membership in the association shall be of two classes: active and honorary.
- Section 2. Eligibility for active membership shall include all graduates of the State University of New York College at Brockport, and its predecessor institutions of higher education. Active membership status shall be awarded when the minimum annual contribution, as established by the Alumni Association Board of Directors each year, is received by the Brockport Foundation.

- Section 3. Active members shall enjoy the privilege of participating in the Annual Meeting, the right to vote and the right to hold office and other benefits deemed appropriate by the Board of Directors.
- Section 4. Honorary membership shall include present and former members of the faculties at the State University of New York College at Brockport, its predecessor institutions of higher education or any succeeding state institutions of higher education at Brockport. Honorary membership status shall be awarded when the minimum annual contribution is received by the Brockport Foundation.
- Section 5. The Brockport Alumni Association is a separately incorporated organization and collaborates on a day-to-day basis with SUNY Brockport. The campus President or designee and the chief advancement officer of the College are fully-engaged with the work of the Board and should be ex-officio members of the Board of Directors of this corporation.

**ARTICLE IV
BOARD OF DIRECTORS**

- Section 1. The Board of Directors, hereafter known as the Directors, shall consist of a minimum of twenty (20) directors and the Executive Director.
- Section 2. The Directors shall be the governing body of the Association and shall be the trustees of the properties of the Corporation and as such shall possess all the powers and be charged with all the duties necessary to fully carry out the provisions of Article II, of this Constitution.
- Section 3. The Directors shall have the power to act for the Association in the administration of its affairs in periods between the regular and special meetings of the Association.
- Section 4. The terms of Directors shall be three (3) years with the exception of the Executive Director, which shall be an appointment by the designated College administrator until such a change will be necessary and the Directors approve this change.
- Section 5. The election, powers and duties of the Directors shall be fixed by the by-laws.

**ARTICLE V
OFFICERS**

- Section 1. The officers of the Association shall also be members of the Board of Directors and members of the Executive Council.
- Section 2. The officers shall consist of a President, Vice President, Secretary, Treasurer, Immediate past President and the Executive Director.
- Section 3. The term of office shall be two (2) years with the exception of the Executive Director.
- Section 4. The election, powers and duties of the officers shall be fixed by the by-laws.

**ARTICLE VI
MEMBERS-AT-LARGE**

- Section 1. Three Members-At-Large, who are members of the Board of Directors, shall be a part of the Executive Council.
- Section 2. The Members-at-Large term of office shall coincide with the terms of the officers.
- Section 3. The election, powers and duties of the Members-at-Large shall be fixed by the by-laws.

**ARTICLE VII
AMENDMENTS**

- Section 1. This Constitution may be amended at any Annual or special meeting of the Association by a majority of the membership present and voting in accordance with Article VIII, Section 1 of the by-laws. Any member may propose an amendment to the Constitution at the Annual Meeting provided the recommendation was submitted to and approved by the Board no later than six weeks prior to the Annual Meeting.
- Section 2. Amendment(s) to this Constitution shall become effective immediately upon ratification unless otherwise stated in the amendment(s).

BY-LAWS

ARTICLE I ELECTION OF DIRECTORS AND OTHER OFFICIALS

- Section 1. The Directors of the Association shall be elected at the Annual Meeting of the Association by a majority of the voting members and shall take office at the end of the Annual Meeting. The term for Directors shall expire at the conclusion of the Annual Meeting.
- Section 2. The officers and Members-at-Large shall be elected from among the current Board members by a majority vote of the Board at the first meeting following the Annual Meeting and shall take office at the end of that meeting.

ARTICLE II VACANCIES AND SUCCESSION

- Section 1. In the event of the permanent vacancy of the President's position, the Vice President shall assume the post for the remainder of the term, and shall be called President.
- Section 2. When the Vice President's position is permanently vacated, the Board, by majority vote, in a duly constituted meeting, shall fill the position from among the current Board members. The person elected shall fill the post for the remainder of the term.
- Section 3. Vacancies of all other offices and Executive Council positions shall be filled as stipulated in Article II, Section 2.
- Section 4. The Board, by majority vote in a duly constituted meeting, shall fill any vacancies occurring among the Directors at the next regular meeting of the Association. At that meeting, an election shall be held to fill the seat for the remainder of the term that was created by the vacancy.

ARTICLE III DUTIES OF OFFICERS

- Section 1. The President shall be the Chief Executive of the Association, the Chair of the Board and the Executive Council, and an ex officio member of all committees. The President shall preside at all meetings of the Association and Board; be charged with the duties of carrying out the purposes and policies of the Association; establishing all committees, unless otherwise provided; seeing that notices of all regular and special meetings of the Association and Board are duly served; when so authorized by the Board, executing in the name of and for the Corporation all deeds, bonds, mortgages, leases and other legal documents of the Association and, when necessary, affixing or causing to be affixed thereto, the Corporate seal of the Association.
- Section 2. The Vice President shall act in place of the President in case of absence or disability of the President. The Vice President shall render such assistance to the President, as the President shall request.
- Section 3. The Secretary shall keep or have kept an accurate record of the proceedings of all meetings of the Association and the Board. The Secretary shall be responsible for any correspondence deemed necessary by the Board; and shall render such assistance to the President, as the President shall request.
- Section 4. The Treasurer shall be the fiscal officer of the Association. The Treasurer shall present a proposed annual budget to the Executive Council; be responsible for presenting financial reports for Board approval at regularly scheduled meetings; render an annual financial report at the business meeting of the Association; and render such assistance to the President as the President shall request.

- Section 5. The Immediate past President shall remain as a voting member of the Board of Directors and the Executive Council; and shall render such assistance to the President as the President shall request.
- Section 6. The Executive Director shall manage and coordinate all affairs of the Association as directed by the Board. The Executive Director shall be a non-voting member of the Executive Council and render such assistance to the President, as the President shall request.

**ARTICLE IV
DUTIES OF THE DIRECTORS**

- Section 1. Directors must be in good standing, which is defined as being an active member by pledge or payment of annual contribution by September 30. Directors are responsible for providing the Executive Director with their current correspondence information.
- Section 2. Directors are charged with the responsibility for establishing policy for the Association as described in Article IV of this Constitution.
- Section 3. Where geographically feasible, directors shall attend regularly scheduled meetings of the Board and the Annual Meeting of the Corporation, and other meetings as called by the President.
- Section 4. Directors shall participate in the activities and programs of the Association, including serving on a minimum of one committee, and /or in other capacities as requested by the President.
- Section 5. Directors shall be responsible for reporting annually their individual involvement to the Executive Council. Each report shall reflect attendance at meetings, participation in specific activities and/or committee membership, and desired involvement for the remainder of the Director's term.
- Section 6. Failure to meet the requirements stated in Article IV, Sections 1, 3,4, and 5 of these by-laws will result in the review of the Director's participation on the Board by the Executive Council. The Executive Council may declare the position vacant and have it filled according to Article II, Section 3 of the By-laws.

**ARTICLE V
EXECUTIVE COUNCIL: Organization, Powers and Duties**

- Section 1. The Executive Council shall be composed of the officers of the Association the Members-at-Large, and the Executive Director (non-voting).
- Section 2. The Executive Council shall be responsible for the administration and management of all affairs of the Association in the interval between regularly scheduled meetings of the Board of Directors.
- Section 3. Special meetings may be called by the President, with due and proper notice as indicated by Article IX, Section 6.

**ARTICLE VI
MEMBERS-AT-LARGE: Organization, Powers and Duties**

- Section 1. Organization
- A. The Board of Directors shall elect the Members-at-Large.
 - B. There shall be three Members-at-Large elected whose terms coincide with the terms of the officers.
- Section 2. Duties
- A. The Members-at-Large shall be fully participating members of the Board of Directors and of the Executive Council.
 - B. The Members-at-Large shall be appointed to committees or other service as deemed by the President.

**ARTICLE VII
COMMITTEE CHAIRS: Organization, Powers and Duties**

- Section 1. Organization
- A. All chairs of committees will be members of the Board of Directors.
 - B. All chairs shall be appointed by the Executive Council.
 - C. All committee members shall be appointed by the Executive Council.
 - D. The Executive Council shall designate liaison/representatives to external groups/committees.
- Section 2. Duties
- A. Each committee shall annually develop goals, in accordance with the overall strategic planning of the Board of Directors. Each committee shall periodically review and revise strategies to meet its goals and submit them, along with committee activities, to the Executive Council.

**ARTICLE VIII
FINANCE**

- Section 1. The fiscal year shall be from July 1 to June 30.
- Section 2. The annual contribution for active membership shall be determined by the action of the Board of Directors no later than the last meeting of the fiscal year and effective July 1.
- Section 3. Funds for special purposes may be raised only with the approval of the Board of Directors and in accordance with College policy.
- Section 4. All funds received from contributions and from all other sources shall be deposited with the Brockport Foundation.
- Section 5. All expenditures exceeding five hundred (\$500) must have the approval of the President and Treasurer except those authorized in the adopted budget.

**ARTICLE IX
MEETINGS**

- Section 1. All meetings of the Association and the Board of Directors shall be held at the College in the Village of Brockport, New York, unless otherwise provided.
- Section 2. The Annual Meeting of the Association shall be held in July.
- Section 3. Special meetings of the Association may be called or caused to be called at any time by the President when the business of the Association requires it. Special meetings of the Association shall be called or caused to be called at any time by the President upon the written request of sixty (60) active members or upon the written request or vote by a majority of the Board of Directors.
- Section 4. Each year, there shall be a minimum of four regular meetings of the Board. The exact time and date of the meetings is to be fixed by the President in consultation with the Executive Director.
- Section 5. Special meetings of the Board of Directors may be called or caused to be called by the President at any time when the business of the Association should require it. Special meetings of the Board of Directors shall be called by the President upon written request or voted by a majority of the Board of Directors. Written proxy votes from the Directors will be accepted at all special meetings.
- Section 6. Each year, there shall be a minimum of four meetings of the Executive Council. The exact time and date of the meetings is to be fixed by the President in consultation with the Executive Director.

**ARTICLE X
NOTICE OF MEETING**

- Section 1. Due notice of the Annual Meeting of the Association shall consist of a written notice stating the time and place of such meetings sent to each active and honorary member at least thirty (30) days prior to such meetings. Due notice of special meetings of the Association shall conform to the above requirements and in addition shall state the purposes of such meetings.
- Section 2. Due notice of the regular meetings of the Board of Directors shall consist of a written notice stating the time and place of such meetings, sent to each member of the Board of Directors at least seven (7) days prior to such meetings. Due notice of special meetings of the Board of Directors shall conform to the requirements in Section 1 and, in addition, shall state the purposes of such meetings.
- Section 3. Chairs of all committees are required to give at least seven (7) days notice of meetings to the members.
- Section 4. Directors are responsible for providing the Executive Director with their current address.

ARTICLE XI QUORUM

- Section 1. One hundred (100) members, including written proxies, shall constitute a quorum for the transaction of business at the Annual Meeting of the Association.
- Section 2. Thirty percent (30%) of the Board of Directors shall constitute a quorum at all Board meetings for the transaction of business.
- Section 3. A majority of the members of the Executive Council shall constitute a quorum at all meetings of the council.

ARTICLE XII ORDER OF BUSINESS

- Section 1. The order of business at the Annual Meeting of the Association, and as far as applicable to the special meetings, shall be:
1. Call to order
 2. Report of the Secretary
 3. Report of the Treasurer
 4. Report of the President
 5. Report of the Executive Director
 6. Election of Directors
 7. Unfinished Business
 8. New Business
 9. Adjournment

ARTICLE XIII

- Section 1. Roberts Rules of Order, revised, shall govern.

ARTICLE XIV AMENDMENTS

- Section 1. These By-laws may be amended at any Annual or special meeting of the Association by a majority of the active members voting, provided that notice with a copy of the proposed amendment(s) shall have been sent to each member at least thirty (30) days prior to such meeting.
- Section 2. Amendments to these By-laws shall become effective immediately upon ratification unless otherwise stated in the amendment.

ARTICLE XV
DISSOLUTION

Section 1. The assets of the Brockport Alumni Association are held and managed through the Brockport Foundation. In the event of the dissolution of the Brockport Foundation, the net assets of the Association shall be retained and managed by the Brockport Alumni Association. In the event of the dissolution of the Brockport Alumni Association, the net assets of the Association shall be distributed to the campus or other campus-approved entity organized for similar purposes. Dissolutions and dispositions are subject to all applicable laws, regulations, and restrictions, unless otherwise stated.