

**ALUMNI ASSOCIATION OF CLARKSON COLLEGE
BYLAWS**

**ARTICLE I
NAME**

This organization shall be known as the Alumni Association of Clarkson College ("Alumni Association"). The Alumni Association is a division of Clarkson College which shall operate according to these Bylaws.

**ARTICLE II
PURPOSE**

Section 1. Purpose. The purpose of the Alumni Association is to serve as the link between Clarkson College, its alumni, and the greater community by acting as an ambassador, image builder, and advocate.

Section 2. Status. The Alumni Association is established and shall function as a division of Clarkson College by virtue of such authority as shall be granted by the Board of Directors of Clarkson College and shall be subject to the policies of Clarkson College. Subject to the foregoing, the Alumni Association shall be governed and supervised by its membership, Board, and Officers as outlined herein. The Alumni Association shall operate under the administrative supervision of the Clarkson College Department of College Advancement.

Section 3. Functions. The functions of the Alumni Association shall be to:

- a. offer programs and activities that promote the initiatives and objectives pursued by Clarkson College.
- b. communicate the programs/activities of Clarkson College and the Alumni Association through the quarterly Alumni publication.
- c. support Clarkson College recruitment and retention of students by hosting Clarkson College activities.
- d. recognize academic achievement by offering scholarships to outstanding students at Clarkson College.
- e. sponsor fundraising activities to support the financial initiatives of Clarkson College and the Alumni Association.
- f. conduct activities consistent with and that reflect the Mission and Strategic Goals of Clarkson College.

**ARTICLE III
MEMBERSHIP**

Section 1. Alumni Association membership shall be automatically granted to any former student who obtained an earned certificate or degree from Clarkson College and shall not be excluded due to race, color, gender, national origin, age, religion, creed, disability, veteran's status, sexual orientation, gender identity or gender expression.

Section 2. Members of the Alumni Association shall have the power to elect Board members and Officers of the Alumni Association as set out by these Bylaws.

Section 3. Honorary Membership.

- a. Purpose. To recognize and honor those individuals who are not graduates of Clarkson College, but have strong commitment and extraordinary leadership to the organization and made significant contributions to its well-being in support of its mission and goals.
- b. Criteria. The Alumni Association sets forth criteria for which this membership can be bestowed upon an individual.
- c. Nominations. Nominations are requested by the members of the Alumni Association. Up to three awards may be granted yearly if acceptable nominations are received.
- d. Selection. Nominees are reviewed by the Alumni Association Board for approval via a majority vote.
- e. Timeline. Nominations will be asked for in the Spring via the Spring Alumni publication. The Alumni Board will review nominations at the July meeting and award(s) will be presented at the annual Alumni reunion dinner in the Fall.

**ARTICLE IV
OFFICERS AND BOARD MEMBERS**

Section 1. Number. The composition of the Alumni Association Board ("Alumni Board") shall be a President, Vice President, Secretary, Treasurer, and five (5) board members, each of whom shall be elected by the members of the Alumni Association.

Section 2. Election and Term of Office.

- a. Election of Officers and Board members shall be held annually in November with nominations being solicited in October.
- b. The Alumni Board shall assume the duties of the Nominating Committee.
- c. Candidates for elected offices of the President, Vice President, Secretary, and Treasurer shall be members of the Alumni Association in good standing for at least one (1) year. Candidates for all other elected offices shall be members of the Alumni Association in good standing.
- d. The candidate for President shall have at least one (1) year of experience on the Alumni Board.
- e. The Nominating Committee shall prepare a ballot of nominees after determining the consent of each candidate. The names shall be listed in alphabetical order. The ballot shall be distributed to the Alumni Association members in good standing at least one month in advance of the election.
- f. In the event of an uncontested ballot, the Alumni Board shall appoint the nominees as the Officers and Board members.
- g. Voting shall take place by written or electronic ballot. All Alumni Association members in good standing shall have one (1) vote.
- h. The Department of College Advancement shall count the votes. A majority vote of those members voting shall be necessary for election. In the event of a tie, the choice will be decided by a lot. In the event no candidate receives a majority vote, then there will be a run-off election of the top two candidates for the position.
- i. The names of the elected Officers and Board members will be announced prior to January 1st of each year.
- j. The duration of a regular term of office shall be one (1) year beginning January 1st through December 31st of the same calendar year.
- k. No officer shall serve more than two (2) consecutive terms in the same office.

Section 3. Vacancies. Any vacancies occurring in the office of President, Vice President, Secretary/Treasurer by death, resignation, removal, or otherwise may be filled for the unexpired portion of the term by the Alumni Board, but such vacancies need not be filled until the next annual election of officers by the Alumni Association membership, if the Alumni Board does not deem it advisable to fill the vacancy prior to that meeting.

Section 4. Duties of the President.

- a. The President shall call, preside at, and be responsible for the agenda of all meetings of the Alumni Board and the membership.
- b. The President shall appoint special committees and chairpersons when needed.
- c. The President shall represent Clarkson College to the public as requested.
- d. The President and the Department of College Advancement shall prepare an annual report for inclusion in the Department of College Advancement's DARO which will be reported and shared with the Clarkson College Board of Directors meeting booklet in December.
- e. The President shall serve as Chairperson of a work group composed of three (3) to five (5) members of the Alumni Board to annually review the Bylaws.
- f. The President shall sign all documents as required.
- g. The President shall serve as an ex-officio non-voting member of the Alumni Board in the year follow the final term in office.

Section 5. Duties of the Vice President.

- a. The Vice President shall perform the duties of the President in the absence of the President.

Section 6. Duties of the Secretary/Treasurer:

- a. The Secretary/Treasurer shall keep an accurate record of accounts and proceedings of all Alumni Board meetings. Assist in the Alumni Association's correspondence and disseminate copies of meeting minutes to the Alumni Board.
- b. The Secretary/Treasurer shall take attendance at all meetings, keep accurate and official minutes and records of all business transactions.
- c. The Secretary /Treasurer shall receive the detailed financial report from the Department of College Advancement and present at each Alumni Board meeting.
- d. The Secretary /Treasurer shall assist the President in the preparation of the annual budget of the Alumni Association and oversight of expenditures.
- e. The Secretary /Treasurer shall obtain approval from the Alumni Board for all checks as required for budgeted items. Unbudgeted expenditures must be approved by a majority of the Alumni Board in accordance with Clarkson College policy.

Section 7. Duties of the other 5 Board Members.

- a. The Board Members shall chair committees as needed.

Section 8. Duties of Department of College Advancement.

- a. The Department of College Advancement shall maintain a complete list of names of all members of the Alumni Association, the Alumni Board, and committees of the Alumni Board.
- b. The Department of College Advancement shall be the custodian of the Alumni Association's funds. The Department of College Advancement cannot allocate funds from the Alumni Association fund without approval of the Alumni Board.
- c. The Department of College Advancement shall keep an itemized record of receipts and expenditures and maintain the Alumni Association funds.

- d. The Department of College Advancement will prepare a detailed financial report and share with the Treasurer for presentation at each Alumni Board meeting.
- e. The Department of College Advancement along with the President of the Alumni Board shall prepare an annual report for inclusion in the Department of College Advancement's DARO which will be reported and shared with the Clarkson College Board of Directors meeting booklet in December.

ARTICLE V ALUMNI ASSOCIATION BOARD

Section 1. General Powers. Subject to the overall direction and control of the Clarkson College Board of Directors, it shall be the duty of the Alumni Board to act upon all matters pertaining to the Alumni Association. The Alumni Board shall adopt an annual budget and submit it to the Clarkson College Board of Directors during the May meeting. Any significant new programs or activities of the Alumni Association are subject to approval of the Clarkson College President.

Section 2. Composition. The elected members shall constitute the Alumni Board. A representative from the Department of College Advancement will serve as a non-voting member of the Alumni Board.

Section 3. Election and Term of Office. Each Board member shall be elected in accordance with Article IV, Section 2 to serve for a term of one (1) year and shall not serve more than two (2) consecutive terms in the same office.

Section 4. Meetings of the Board. There shall be at least quarterly meetings of the Alumni Board. The President may call additional meetings for transaction of business or may postpone any meeting. All Alumni Association members may attend the Alumni Board meetings. Elected Board members are voting members and are required to attend at least 75% of all scheduled Alumni Board meetings.

Section 5. Quorum and Voting. The presence of five (5) of the (9) voting Alumni Board members shall constitute a quorum. A quorum must be present to take official action at the Alumni Board meetings. The act of the majority of the voting Alumni Board members present at a meeting at which a quorum is present shall be the act of the Alumni Board.

Section 6. Dispensing with Meetings. Any action required to be taken at a meeting of the Alumni Board of a committee, or any action which may be taken at a meeting of the Alumni Board or a committee, may be taken without a meeting by electronic consent, setting forth the action to be taken. A quorum of voters must be achieved to enact the action.

ARTICLE VI REMOVAL OF OFFICERS AND BOARD MEMBERS

Any officer or Board member not fulfilling the requirements as outlined in Articles IV and V, to the satisfaction of the voting membership, may be removed from office. A 2/3 majority vote of all the voting members of the Alumni Association shall be required for removal of any officer or Board member. The motion to remove an officer or Board member from his or her position must be presented in writing to the total voting membership at least fourteen (14) days before the meeting at which the removal will be voted on. The officer or Board member subject to removal shall have the right to make a presentation

orally or in writing to the voting membership at the meeting in which the vote for removal is to take place. All voting under the Article shall be done by secret ballot.

ARTICLE VII COMMITTEES

Section 1. Committees of the Alumni Board. The Alumni Board shall have full power to constitute such committees as it deems necessary or desirable to advise or assist it in the transaction of business of the Alumni Association. The members of such committees need not be Alumni Board members. Each such committee shall have only that authority which is expressly delegated to it by the Alumni Board at the time the committee is organized or from time to time thereafter.

ARTICLE VIII CLARKSON COLLEGE LIAISON

Section 1. Department of College Advancement. A representative from the Department of College Advancement is responsible for facilitating and assisting in the activities of the Alumni Association, and has such duties and responsibilities as are usually incident to the office and shall exercise such other powers as may be assigned by Clarkson College, the Alumni Board, or these Bylaws.

Section 2. Approval by Clarkson College. Whenever in these Bylaws action of the Alumni Board must be approved by Clarkson College or the Clarkson College Board of Directors, such action shall be deemed to have been approved if approved in writing by the President of the Clarkson College or his or her designee.

ARTICLE IX ANNUAL REPORT TO CLARKSON COLLEGE BOARD OF DIRECTORS

The Alumni Association shall submit an annual written report to the Clarkson College Board of Directors of the Alumni Association's assets, liabilities, receipts, disbursements, and activities during the year, and plans for the upcoming year in writing via the College Board's September meeting.

ARTICLE X PROCEDURE

Section 1. Parliamentary Procedure. Except as otherwise set out in these Bylaws, meetings of the Alumni Association, the Alumni Board, and its committees shall be conducted in accordance with the current revised Robert's Rules of Order.

ARTICLE XI AMENDMENTS

These Bylaws may only be amended by resolution of the Alumni Board. Amendments so made shall not be effective until approved by the Clarkson College Board of Directors. These Bylaws may also be amended by direct action by the Clarkson College Board of Directors after written notice to the Alumni Board.

**ARTICLE XII
FINANCES**

Clarkson College will hold the funds of the Alumni Association in a custodial account, managed by the Financial Controller of Clarkson College. If Clarkson College would cease to operate, any funds will be returned to the Alumni Association.

**ARTICLE XIII
DISSOLUTION**

Clarkson College shall have the sole and exclusive authority to dissolve the Alumni Association. In the event the Alumni Association is ever dissolved or ceases to function as such, the assets thereof shall be the property of Clarkson College.

ARTICLE XIV

The foregoing Bylaws of the Alumni Association of Clarkson College were approved by the Alumni Association Board on the day of and were approved by the Clarkson Board of Directors on the 1st day of March, 2022.

By _____
Its: President
Alumni Association

By _____
Its: President
Clarkson College

Reviewed and revised: April 2010, March 2011, January 2013, July 2019, November 2020, January 2022