

BY LAWS OF THE ALUMNI COUNCIL OF UNION COLLEGE

ARTICLE 1 – Introduction and Purpose

The Alumni Council of Union College, Inc. is organized to provide structure for the Society of Alumni of Union College to participate in and advance the interest of Union College. The Society includes every person who has received a degree from Union College and every former full time student of Union College whose class has graduated.

The purpose of the Alumni Council is to promote and strengthen Union College, to engage alumni in the ongoing life of the College, to strengthen the relationships of all alumni with one another and with the College, and to support the mission and values of the College.

ARTICLE 2 – Alumni Council

Section 2.1 Powers and Responsibilities

The Alumni Council is a self-governing body and shall have full power to conduct, manage and direct the business affairs of the Alumni Association. All powers of the Alumni Association are granted to and vested in the Alumni Council.

Section 2.2 Number: Qualifications

The Council shall consist of not less than thirty (30) nor more than sixty (60) members.

Section 2.3 Membership

The Alumni Council shall be comprised of the following:

- a. Elected members
- b. Life members
- c. Immediate past president of the Alumni Council.
- d. Officers of the Alumni Council
- e. Alumni Trustees
- f. Undergraduate representatives
- g. Chairperson of the Annual Fund
- h. President of the College, ex officio
- i. Vice President of College Relations, ex officio
- j. Director of Alumni and Parent Engagement, ex officio

Section 2.4 Prospective Alumni Council members shall be nominated by the Nomination and Awards Committee, with the approval of the Executive Committee, and shall be elected by the Alumni Council at its annual spring meeting. A single slate approach will be utilized. Council members shall serve three-year terms. Council members shall serve no more than two consecutive terms. A former member is eligible for nomination and election to the Council after one (1) year as a non-member.

Section 2.5 Two current Union College students will be elected initially one current Sophomore and one Junior to serve as member (s) of the Alumni Council. Then subsequently a student will be selected during the student's second (Sophomore)

year and first serve on the Council during the student's third (Junior) year and the year thereafter. Election of the student member shall follow the procedures consistent with the Student Forum.

- Section 2.6 Life Members
The Executive Committee may, on its own motion at any meeting by majority vote of those present, elect as a Life Member, any person who shall have been a member of the Council for at least twenty (20) years.
- Section 2.7 Immediate Past President
The President of the Alumni Council shall, upon expiration of the President's term of office, automatically become a member of the Council, until replaced by the next immediate past president, or if he/she should decline as past president, as approved by the Executive Committee.
- Section 2.8 Chairperson of the Annual Fund
The Chairperson of the Annual Fund shall automatically become a member of the Council for the duration of his/her Chairpersonship.
- Section 2.9 Director of Alumni and Parent Engagement
The Director of Alumni and Parent Engagement shall be appointed by the administration of Union College. The Director of Alumni and Parent Engagement shall be an ex officio member of the Executive Committee and of all other standing committees and task forces. The Director of Alumni and Parent Engagement shall be responsible for communications between the Council and the College and within the Council; and for supporting the work of the Council.
- Section 2.10 Alumni Trustees
The election of four (4) Alumni Trustees shall be in accordance with the bylaws herein of the Alumni Council of Union College, Inc.. Alumni Trustees shall become members of the Alumni Council until their Trustee term expires.
- Section 2.11 Vacancies
Any vacancy or vacancies on the Alumni Council for an uncompleted term may be filled by election by the Executive Committee based on nominations from the Nomination and Awards Committee. Each person so elected shall serve for the balance of the unexpired term and can serve for up to two subsequent terms. Such election shall be presented for ratification by the Council and to the Alumni Association at the next regularly scheduled meeting(s).
- Section 2.12 Resignation
Any Council Member may resign, at any time, upon notice to the Executive Committee. The resignation shall take effect immediately upon receipt of such notice to the Secretary of the Alumni Council in writing or by electronic means.
- Section 2.13 Removal
(a) If any member shall fail to attend two (2) consecutive meetings of the Alumni Council without excuse accepted as satisfactory by the President of the Alumni Council, he/she shall be deemed to have resigned and that position shall become vacant upon the close of the second such meeting.
(b) At any meeting of the Alumni Council, by vote of a majority of the

active members, any Council Member may be removed for misconduct, incapacity, neglect of duty, or other proper cause; provided, however, that the Member shall have been given notice of any such proposed removal, the reasons, therefore, and an opportunity to be heard thereon and, further, that no such removal shall be voted except upon proof established by a preponderance of the evidence, as determined by the Alumni Council in good faith. All such matters of removal shall first be referred to the Executive Committee, which shall consider the matter and may make a recommendation to the Alumni Council.

ARTICLE 3 – Meetings

Section 3.1 Regular

Every Year the Alumni Council shall hold two (2) regular meetings; the “Annual Meeting,” in the Fall and a “Spring Meeting.” The date, time, and place of each such regular meeting shall be determined by the Executive Committee at its regular meeting next preceding or, in the absence of such determination, by the President.

Section 3.2 Special

A special meeting of the Council may be called, at any time, by the President. Any such meeting may be held at any place within the State of New York.

Section 3.3 Notice of Meetings

Written notice of the date, time, and place of every meeting of the Alumni Council shall be, no fewer than thirty (30) days before the meeting, be sent by the Secretary to each Council Member at his/her address, or by electronic means as it shall appear on the records of the Alumni Council. Except as otherwise provided in these By-Laws, such notice need not specify the purpose of the meeting or the business to come before it.

Section 3.4 Waiver of Notice

A written waiver of notice of meeting of the Council, signed by the person entitled to notice, whether before or after the time stated in the notice, shall be deemed equivalent to notice. Attendance by any person at any meetings shall constitute a waiver of notice to that person of such meeting unless such attendance shall be expressly for the purpose of objecting, prior to the meeting or at its outset, to the transaction of any business on the ground that the meeting shall not have been lawfully called or convened.

Section 3.5 Quorum; Adjournment

A majority of the membership of the Council entitled to vote (“Active Council Member”) shall constitute a quorum of the Council. Whenever a quorum shall be present at any meeting of the Council, majority vote of Active Council Member so present shall, except when a larger vote shall be required by laws or these By-Laws, decide any question brought before the meeting. A majority vote of Active Council Members present, whether or not a quorum, may adjourn any meeting of the Council to another time or place, without any notice other than by announcement at the meeting, until a quorum shall attend. After such adjournment, at any meeting at which a quorum shall attend, any business may be transacted which might have been transacted if the meeting had been held as originally called.

Section 3.6 Order of Business

The order of business at every meeting of the Alumni Council shall be determined by the President. Meeting of the Alumni Council will be conducted in accordance with *Roberts Rules of Order*, as revised, and then in effect.

Section 3.7 Written Consent

Any action required or permitted to be taken by the Alumni Council may be taken, without a meeting, if all of the Active Council Members consent in writing to the adoption of a resolution authorizing such action. The resolution and written consents thereto shall be filed with the minutes of meeting of the Alumni Council.

Section 3.8 Participation by Telephone or Similar Communications Equipment

A Council Member wishing to participate in a regular or special meeting of the Alumni Council by means of conference telephone or similar communications equipment enabling all persons participating in the meeting to hear one another should notify the Secretary in advance of the meeting if at all possible. The physical presence of Active Council Member at Alumni Council meetings is strongly encouraged; however, participation in a meeting pursuant to this provision shall constitute presence at such meeting.

ARTICLE 4 – Officers and Alumni Trustees

Section 4.1 The Officers of the Council shall be President, First Vice President, Second Vice President, Secretary, Treasurer and Past President.

Section 4.2 Election of Officers

The Alumni Council shall, at the expiration of the above Officer (s) term (s) by majority vote of those present at the annual spring meeting, elect:

(a) A President, who shall at the time of such election, have been a member of the Council for two (2) or more successive years, to serve in such office for one (1) three (3) year term.

(b) A First Vice President, who shall at the time of such election, have been a member of the Council for two (2) or more successive years, and each of whom shall serve in such office for one (1) three (3) year term.

(c) A Second Vice President, who shall at the time of such election, have been a member of the Council for two (2) or more successive years, and each of whom shall serve in such office for one (1) three (3) year term.

(d) A Secretary, who shall at the time of such election, have been a member of the Council for two (2) or more successive years, and each of whom shall serve in such office for one (1) three (3) year term.

(e) A Treasurer, who shall at the time of such election, have been a member of the Council for two (2) or more successive years, and each of whom shall serve in such office for one (1) three (3) year term.

The officers terms enumerated herein shall commence at the beginning of the Union College fiscal year to wit July 1st, and shall thru June 30th of the subsequent year.

Section 4.3 Election of Alumni Trustees

The Alumni Council shall at the expiration of each Alumni Trustee (s) term elect a new Trustee for a four (4) year term. Alumni Trustees can serve for two (2) terms. A former Trustee is eligible for nomination and election to the Council after one (1) year as a non-member. The President of the Council shall be upon his/her election one of the four (4) Alumni Trustees. The term of the President as Alumni Trustee shall coincide with his/her elected office, to wit three (3) years, upon which a new President/Alumni Trustee shall be elected.

Section 4.4 The powers and duties of the officer of the Council shall be as follows:

- a. President - The President shall preside at all meetings of the Alumni Council and at all meetings of the Executive Committee, and shall be a member, with right to vote, of all committees except the Nominating and Awards Committee. At the stated meetings of the Alumni Council, and at such other times as the President shall deem proper, shall make suggestions as may in the President's opinion, promote the purposes and increase the usefulness of the Alumni Council; the President shall have full power to perform such other acts and duties as are necessary. The President shall be a member, of the Board of Trustees of Union College, as one of the four (4) Alumni Trustees.
- b. First Vice President - In case of the absence or disability of the President, the Vice President shall perform the duties of that office. The Vice President shall be a standing member of the Finance Committee.
- c. Second Vice President - The Second Vice President shall be a standing member of the Nominating and Awards Committee. The Second Vice President shall also be responsible for ensuring that each standing Committee performs it duties in a satisfactory manner and such other duties as may be assigned by the President.
- d. Secretary - The Secretary shall give notice of and attend all meeting of the Council and Committees thereof, and keep a record of their proceedings. The Secretary shall conduct all correspondence, keep a record of the names and addresses of members of the Council, notify the officers and members of the Council of their election and their appointments on Committees. The Secretary shall prepare such reports and statements as may be necessary for the information of the Council, and shall perform such other duties as may be incident to the office of the Secretary.
- e. Treasurer - The Treasurer shall keep and account of all monies received and expended for the use of the Council, shall make disbursements as authorized by the Council, and shall provide for holding the funds of the Council in bank accounts or other appropriate investments. The Treasurer shall report on the financial status of the

Council at each stated meeting of the Council, and shall arrange for certification of the Council's yearly financial statement and tax returns.

ARTICLE 5 – Executive Committee

Section 5.1 Membership

The Executive Committee of the Alumni Council shall consist of:

- a. The Officers of the Council
- b. The Chairperson of the Alumni Trustee Committee
- c. The Past President of the Alumni Council
- d. the Director of Alumni and Parent Engagement, ex-officio

Section 5.2 Powers and Duties

The Executive Committee shall have all the powers of the Alumni Council when the Council is not in session. The Executive Committee shall have the following powers and duties, the enumeration of which, however, shall not be construed as limiting in any way the general grant of powers provided herein:

- a. To receive and consider all recommendations submitted to it by Committees, members of the Alumni Council and by other Alumni, and, in its discretion to report the same to the Alumni Council or take such other action thereon as it deems appropriate.
- b. To prepare an agenda to be presented to the Alumni Council and consider any other business which may be appropriate.

Section 5.3 Meetings

The Executive Committee shall regularly meet twice each year, prior to the Alumni Council's stated meetings. Additional meetings of the Executive Committee may be called at any time and for any place by the President or by a majority of the members of the Executive Committee. A notice including the purpose of such special meetings, shall be sent by mail to all members of the Executive Committee at their last recorded address not less than five days prior to the day selected for the meeting. A quorum at Executive Committee meetings shall be a majority of the Committee members.

ARTICLE 6 – Organization and Operation

The Alumni Council shall operate through its Officers, the Executive Committee and the following Committees:

Section 6.1 Standing Committees

The Standing Committees of the Council shall be an Alumni Trustee Committee; a Finance Committee; a Nominating and Awards Committee; an Admissions Committee; a Clubs Committee; a Career Planning Committee; and such other Standing Committees as the Alumni Council may from time to time establish.

- a. Alumni Trustee Committee
The Committee shall have the responsibility, through the Alumni Trustees, to represent the interests of the Alumni Council and all Alumni on the Board of Trustees of the College, and to encourage and maintain a

relationship between the Alumni Council and the Board of Trustees of the College. The membership of the Committee shall consist of the three elected Alumni Trustees, and the Alumni Council President. The Senior Alumni Trustee, in terms of service, shall serve as a Chairperson.

b. Finance Committee

The Committee shall have the responsibility to recommend and administer policy regarding Council funds. It shall (i) prepare and present for Council approval at each spring meeting, an operating budget for the next fiscal year; (ii) establish guidelines for the expenditure of Council funds; and (iii) establish and periodically review and revise financial policy and plans of the Council. The Finance Committee shall consist of the Treasurer of the Alumni Council, the Vice President, and the Director of Alumni & Parent Engagement, Union College. The Treasurer of the Council will be the Finance Committee Chairperson.

c. Nominating and Awards Committee

The Committee shall have the responsibility of nominating the Alumni Council Officers, and Alumni Trustees. The Committee shall have the responsibility of insuring that the Council appropriately recognizes distinguished service to the College and shall nominate recipients of the Alumni Medal of Honor; the Faculty Meritorious Service Award; and other such special awards as may be recommended by the Committee. The Nominating Committee shall seek diversity in preparing its slate of nominee (s).

d. Admissions Committee

The Committee shall have the responsibility of aiding the College admission policies and performance; providing the means for the communication and interchange of ideas between the College Admissions Department and the Alumni Council, and developing proposals for the Council to aid the Admissions Department in obtaining the highest quality of student applications to the College.

e. Club Committee

The Committee shall have the responsibility of examining and aiding the operations and structures of the Union College Clubs and providing a means for the interchange of ideas and information between the Alumni Council and the Union College Clubs.

f. Career Planning Committee

The Committee shall have the responsibility of aiding the programs and plans for the Career Planning Department of the College; seeking the assistance of the Society of Alumni in such programs; and providing a means for the interchange of ideas and information between the Alumni and the College Career Planning Department.

Section 6.2

Ad Hoc Committees

From time to time the President may appoint other particular purpose Committees which the President and Executive Committee of the Alumni Council deems necessary or desirable to carry out the purposes of the Alumni Council.

Section 6.3 Committee Membership, Terms and Procedures

Except as otherwise specifically provided in these By-laws, the following shall apply to all Standing and Ad Hoc Committees: (i) The Chairperson and member of all Committees shall be designated by the President; (ii) the number of members of each Committee shall be determined by the President; (iii) all Committee members shall serve for one (1) year terms and may not serve on any one Committee for more than three consecutive years except any such limitations may be waived by the Executive Committee; (iv) the procedures for each Committee shall be determined by the Committee; and (v) each Committee shall report to the Executive Committee any recommendations of the Committee for action by the Alumni Council or its officers, consistent with the By-laws of the Alumni Council and as guided by Roberts Rules of Order

Section 6.4 Committee Reports

All Standing and Ad Hoc Committees shall report to the Alumni Council at each regularly scheduled meeting of the Council, the issues and other matter affecting the College Community or the Alumni Council within their area of responsibility. The Chairperson or assigned designee of all Committees is responsible for submitting a written report on such issues and matters to the Secretary of the Council at least three weeks before the stated meeting date of the Council.

ARTICLE 7 – Amendments

These By-Laws may be amended by majority vote of the Council members present at a duly called meeting of the Council at which a quorum of the Council is present, provided a statement of the proposed amendment shall have been included in the notice of the Council meeting. The Council officers may decide to solicit such a vote by mail, in which case the amendment would require a majority vote of the entire Council membership